

CHAIR OF THE BOARD

The Chair of the Board reports to the shareholders and provides leadership to the Board in matters relating to the effective execution of all Board responsibilities and works with the CEO and SMT to address the organization's responsibilities to stakeholders including shareholders, employees, customers, governments and the public. The Chair of the Board will, in consultation with any independent Lead Director:

- Provide effective leadership so that the Board can function independently of management by requiring that the Board meets regularly without management and that the Board and Board members may engage outside advisors subject to the approval of the Chair or the majority of independent Board members.
- Establish procedures to govern the Board's work including:
 - scheduling meetings of the Board and its committees;
 - chairing all meetings of the Board; o encouraging full participation, stimulating debate and facilitating consensus and clarity regarding decision-making;
 - developing the agenda for Board meetings with input from other Board members and management; o requiring that proper and timely information is delivered to the Board;
 - requiring that the Board has appropriate administrative support; and
 - addressing complaints, questions and concerns regarding Board matters;
- Require that the Board fully exercises its responsibilities and duties and complies with applicable governance and other policies.
- Meet or communicate regularly with the CEO regarding corporate governance matters, corporate performance and feedback from Board members.
- Act as a liaison between the Board and management.
- Serve as advisor to the CEO and other officers.
- Together with the Nominating and Corporate Governance Committee, establish appropriate committee structures, including the assignment of Board members and the appointment of committee chairs.
- Establish, together with the Nominating and Corporate Governance Committee, an adequate orientation and ongoing training programs for Board members.
- Together with the Board's Nominating and Corporate Governance Committee, establish performance criteria for the Board and for individual Board members and coordinate the evaluation of performance and reporting against these criteria.
- Establish, together with the Management Resources and Compensation Committee, performance criteria for the CEO to facilitate the evaluation of the CEO's performance.
- Work with the Management Resources and Compensation Committee to establish and manage a succession program for the CEO's position.
- Oversee matters relating to shareholder relations and chair meetings of the shareholders.
- Work with the CEO to represent the Corporation to external stakeholders including shareholders, the investment community, governments and communities. The Chair of the Board's performance will be



measured by the Board, with the recommendations of the Nominating and Corporate Governance Committee, against the following key metrics:

- the effectiveness with which the Board functions, including satisfaction of Board members regarding the functioning of the Board;
- the extent to which the Corporation carries out its responsibilities to shareholders, employees, customers, governments, and the public; and
- the quality of communications between the Board and management, including satisfaction of members of management and Board members regarding this communication.