

**TERMS OF REFERENCE FOR THE
LEAD DIRECTOR**

I. INTRODUCTION

The Lead Director works closely with and in an advisory capacity to the Chairman of the Board of Directors (the "Board"). The Lead Director's primary focus is to provide the Board with an independent perspective pertaining to its oversight activities. The Lead Director aids and assists the Chairman in managing the affairs of the Board, including being satisfied that the Board is organized properly, functions effectively and operates independently of management.

II. DUTIES AND RESPONSIBILITIES

The Lead Directors' duties, responsibilities and obligations include, but are not limited to, the following. The Lead Director shall:

- A.** In conjunction with the Chairman, manage the affairs of the Board, including being satisfied that the Board operates independently of management and is alert to its obligations to the Corporation and its stakeholders.
- B.** Enhance the ability of the Board to act independently of management and non-independent directors.
- C.** Act as a liaison between the Chairman and the independent directors on sensitive issues.
- D.** Be satisfied that the Corporation and the Board meet their obligations and responsibilities relating to corporate governance matters.
- E.** Review conflict of interest issues with respect to members of the Board as they arise.
- F.** In conjunction with the Chairman and the relevant committees of the Board, review and assess director attendance, performance, compensation and the size and composition of the Board and its committees.
- G.** If and when appropriate, consult and meet with any or all of the independent directors and represent such directors in discussion with management or non-independent directors of the Board on corporate governance issues and other matters; be satisfied that questions and comments of independent directors are heard and addressed.

- H.** Chair Board meetings when the Chairman is unavailable or when there is any potential conflict.
- I.** Chair the in camera portions of Board meetings held without management or any non-independent Chairman present.
- J.** Meet with the President and CEO to discuss the results of the in camera portion of Board meetings held without management and any non-independent Chairman present.
- K.** In conjunction with at least one other director, be entitled to convene meetings of the Board.
- L.** Chair the Corporate Governance and Nominating Committee of the Board.