

**TERMS OF REFERENCE FOR
ALL COMMITTEE CHAIRS**

A. Appointment

The Chair of each committee is appointed annually by the Board of Directors upon recommendation of the Corporate Governance Committee and in consultation with the Chairman of the Board. The Chair of each committee shall be an independent director of the Company.

B. Responsibilities

The Chair of each committee shall:

- a) Provide leadership to enable the committee to act as an effective team carrying out its responsibilities;
- b) Manage the affairs of the committee, including ensuring that the committee meets as often as required to carry out its responsibilities;
- c) Chair committee meetings and obtain committee member input in respect of the matters before the committee;
- d) Provide advice to the Chairman of the Board regarding the committee composition so that the committee is composed of members with the skill, experience and/or necessary training relevant to the committee's responsibilities;
- e) In consultation with management and the Corporate Secretary:
 - determine the time and locations of meetings of the committee;
 - develop meeting agendas to ensure all required business is brought before the committee to enable the committee to carry out its responsibilities consistent with the committee's mandate; and
 - ensure committee members receive all information they require in a timely fashion.
- f) Ensure the committee and its members have access to the Company's management necessary for the committee to undertake its responsibilities;
- g) Ensure the committee is able to meet without management;
- h) Lead the committee in an annual performance review;
- i) Report to the Board at its next meeting following any meeting of the committee or the signing of a written resolution evidencing a decision or recommendation of the committee;
- j) Have the power to delegate his or her authority to another committee member; and
- k) Perform such other functions as may be necessary or appropriate to carry out his or her responsibilities.

C. Review

These Terms of Reference shall be reviewed annually by the Corporate Governance Committee.