

TERMS OF REFERENCE FOR THE LEAD DIRECTOR

I. INTRODUCTION

- A.** The Board of Directors has created the position of Lead Director to be filled when the Board Chair is not an independent director as defined by applicable governance guidelines or regulations.
- B.** The Lead director is an independent director appointed annually by the full Board.
- C.** The Lead Director's primary focus is to provide leadership for the independent directors and to ensure that the Board's agenda meets the needs of the Corporation and the independent directors.
- D.** While undertaking his/her responsibilities, the Lead Director works co-operatively with the Board Chair and Chief Executive Officer (the "CEO").

II. DUTIES AND RESPONSIBILITIES

The Lead Director has the responsibility to:

- A.** Ensure meetings of the independent directors are scheduled periodically, chair such meetings and communicate the results of such meetings to the Board Chair and the CEO.
- B.** Review the agenda for board meetings with the Board Chair and the CEO and make recommendations as required.
- C.** Provide support/advice to the Governance Committee in developing director criteria and potential candidates to be recommended for appointment to the Board.
- D.** Receive and determine appropriate action on any communications from interested parties that are addressed to the independent directors of the Board.
- E.** Chair Board meetings when the Board Chair is unavailable or when there is any potential conflict.

The duties and responsibilities of the Lead Director, while filled, shall be reviewed annually by the full Board.