

Lead Director Mandate

Role and Responsibilities of the Lead Director

I. Role

The Lead Director's role, in collaboration with the Chairman of the Board, is to ensure that the Board of Directors fulfills its responsibilities effectively.

II. Responsibilities

The responsibilities of the Lead Director are as follows:

1. Provide leadership to the independent directors.
2. Ensure that the responsibilities of the Board of Directors are well understood by both the Board itself and management, and that the boundaries of their respective responsibilities are clearly understood and respected. The Lead Director ensures that the Board of Directors does its work and does not try to do the work of management.
3. Establish professional and constructive relations between the Board of Directors and management. To this end, the Lead Director works closely with the Chairman of the Board to ensure that enough time is allowed in the Board meetings for the serious discussion of relevant issues and that a sound governance culture is maintained in the corporation.
4. Oversee the adoption of procedures related to the structure and composition of the committees, scheduling and meeting management, to enable the Board of Directors to carry out its work effectively and efficiency.
5. Ensure that the resources available to the Board of Directors (especially relevant, up-to-date information) are adequate and allow it to carry out its work.
6. Call periodic meetings without the non-independent directors and members of management or institute a process that encourages frank, open discussions among the independent directors.
7. Ensure that a process is in place to regularly assess the efficacy and contributions of the board, its committees and each director.
8. In collaboration with the Corporate Secretary, ensure that a professional development process is in place for the benefit of the directors.
9. Ensure that management follows up on the recommendations of the committees and the Board of Directors.

* * * * *