



COMMITTEE CHAIR MANDATE

ADOPTED BY THE BOARD OF DIRECTORS ON JULY 11, 2018

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1. GENERAL DUTIES

Generally, the Chair of a committee shall lead the committee and, in particular, shall:

- Organize the committee to function independently of management; and
- set the “tone” for the committee and its members so as to foster ethical and responsible decision making, appropriate oversight of management and best practices in corporate governance.

2. SPECIFIC DUTIES

The Chair of a committee shall have specific responsibility for:

- Ensuring that the committee has an opportunity to meet separately without management present;
- ensuring that directors understand the boundaries between the committee and management responsibilities;
- determining, in consultation with the committee and management, the time and places of the meetings of the committee;
- managing the affairs of the committee, including ensuring that the committee is properly organized, functions effectively and meets its obligations and responsibilities;
- co-ordinating with management and the secretary to the committee to ensure that matters to be considered by the committee are properly presented and given the appropriate opportunity for discussion;
- providing advice and counsel to the President and Chief Executive Officer and other senior members of management in the areas covered by the committee’s mandate;
- presiding as chair of each meeting of the committee; and
- communicating with all members of the committee to co-ordinate their input, ensure their accountability and provide for the effectiveness of the committee.

3. DELEGATION

The Chair of a committee shall have the power to delegate his or her authority and duties to an individual member of the committee, as he or she considers appropriate.

4. NON-EXHAUSTIVE LIST

The foregoing list of duties is not exhaustive and the Chair of a committee may, in addition, perform such other functions as may be necessary or appropriate in the circumstances.