

3 BOARD CHAIR TERMS OF REFERENCE

3.1 INTRODUCTION

The Board Chair's primary role is to act as the presiding director at Board meetings and to ensure that the Board is functioning effectively, and meeting its obligations and responsibilities.

The Board Chair is an ex-officio member of committees where he/she is not appointed as a full member.

3.2 DUTIES AND RESPONSIBILITIES

The Board Chair has the following specific responsibilities:

- (a) Liaise with the Shareholder on behalf of the Board;
- (b) Ensure that the CEO is aware of relevant issues of concern to the Board and other stakeholders;
- (c) Build consensus and develop teamwork within the Board, resolve conflicts, and promote Board unity;
- (d) Facilitate the Board's understanding, consideration, oversight and approval of major corporate initiatives;
- (e) Lead Board governance reviews and act as a champion of good corporate governance; and
- (f) Act as the primary spokesperson for the Board.