

POSITION DESCRIPTION OF LEAD DIRECTOR

The Lead Director will facilitate the functioning of the Board of Directors of the Company (the “**Board**”) independently of management of the Company and provide independent leadership to the Board. In fulfilling his or her responsibilities, the Lead Director will be responsible for:

- (a) providing leadership to ensure that the Board functions independently of management of the Company and other non-independent directors;
- (b) providing leadership to foster the effectiveness of the Board and the relationship between the Board and senior management of the Company;
- (c) working with the Chair to ensure that the appropriate committee structure is in place and assisting the Corporate Governance and Nominations Committee in making recommendations for appointment to such committees;
- (d) suggesting items of importance for consideration on the agenda for each meeting of the Board;
- (e) in the absence of the Chair, chairing Board meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded; in addition, chairing each board meeting at which only non-management directors are present.
- (f) as may be required from time to time, consulting and meeting with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chair, and representing such directors in discussions with management of the Company on corporate governance issues and other matters;
- (g) providing recommendations and advice to the Corporate Governance and Nominations Committee on candidates for nomination or appointment to the Board;
- (h) recommending, where necessary, the holding of special meetings of the Board;
- (i) working with the Chair and the Chief Executive Officer to ensure that the Board and its individual members are provided with the resources to permit them to carry out their responsibilities and bringing to the attention of the Chair and the Chief Executive Officer any issues that are preventing the Board or any of its members from being able to carry out their responsibilities;

- (j) fostering a collegial atmosphere where Board members are encouraged to openly discuss matters in a constructive and productive fashion;
- (k) ensuring that the independent Board members are given the opportunity to meet in separate *in camera* sessions at each Board meeting; and
- (l) providing additional services required by the Board.