

COMMITTEE CHAIR MANDATE

FUNCTION:

To manage the operations of the Committee and ensure the successful fulfillment of the Committee's mandate/charter and other matters delegated to the Committee by the Board.

DUTIES AND RESPONSIBILITIES:

- attends and presides over all Committee meetings;
- sets the tone for the meetings and ensures discussions are directed towards meeting related topics;
- sets the meeting agenda, working with the President and Chief Executive Officer, the Chairman of the Board and the Secretary;
- reports to the Board on the deliberations of the Committee and on any decisions or recommendations;
- facilitates the functioning of the Committee independent of management;
- ensures that all Committee members have the appropriate information and access to resources in order to fulfill their duties;
- leads Committee in its annual self-assessment process and charter review;
- reports to the Chairman of the Board; and
- **see Committee specific duties below**

AUDIT AND CONDUCT REVIEW COMMITTEE

- communicates with the external auditors;
- pre-approves any services performed by the shareholders' auditors that were not on the pre-approved list;
- signs-off on the year-end financial statements/annual report; and
- approves the expenses of the Chairman of the Board

CORPORATE GOVERNANCE AND PENSION COMMITTEE

- oversees and facilitates the annual assessment and review process;
- conducts the individual director assessments/interviews with the Chairman of the Board; and
- oversees the delegation of responsibilities to an individual or to a committee of the Board as deemed necessary or appropriate

EXECUTIVE AND RISK COMMITTEE

- oversees the Committee's assessment and review of risk

HUMAN RESOURCES COMMITTEE

- oversees the assessment of the performance of the President and Chief Executive Officer;
- oversees the review of the performance assessment of executive officers; and
- oversees the regular reviews of management succession planning

This document was last reviewed and approved by the Board on June 23, 2009.