



## POSITION DESCRIPTION – LEAD DIRECTOR OF THE BOARD OF DIRECTORS

### 1. Responsibility

The Lead Director is appointed annually by the Board of Directors in the absence of an independent Chair of the Board (the “**Chair**”), and reports to the Board. The Lead Director is responsible for assisting the Chair in leading the Board to carry out its mandate. The Lead Director shall facilitate the functioning of the Board independently of the Corporation’s management and will also maintain and enhance the quality of the Corporation’s corporate governance practices.

### 2. Specific Duties

The Lead Director’s duties and responsibilities are to:

- (a) assist the Board in understanding its obligations as a Board and, in particular, the requirement for the Board to operate independently of management;
- (b) in the absence of the Chair, or where the Chair has excused himself due to any potential conflict, chair meetings of the Board;
- (c) maintain a liaison between the Chair, Committee Chairs and the independent directors, particularly on sensitive issues and be available to independent directors who have concerns that cannot be addressed through the executive Chair;
- (d) chair in camera portions of Board meetings, held in the absence of non-independent directors and management, and meetings of the independent directors;
- (e) at meetings chaired by the Lead Director, perform all appropriate duties requested by the directors and ensure follow-up action requested and approved is pursued as necessary;
- (f) cooperate with the Chair and management in setting the frequency of Board meetings, and, when he or she deems it necessary, convene meetings of the independent directors, or the full Board with the concurrence of at least one other director;
- (g) provide input to the Chair and the Chief Executive Officer, as applicable, regarding the preparation of Board meeting agendas, and, in the absence of the Chair, prepare agendas of Board meetings and meetings of the independent directors; and
- (h) collaborate with the Chair in communicating periodically with Committee Chairs regarding the activities of their respective Committees; and
- (i) perform other functions as may be reasonably requested by the Board or the executive Chair.

May 12, 2015