

Position Description of Lead Director

The Lead Director will facilitate the functioning of 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;
- (c) working with the Chairman of the Board to ensure that the appropriate committee structure is in place and assisting the Board in making recommendations for appointment to such committees;
- (d) suggesting items of importance for consideration on the agenda and working with the Chairman of the Board to set the agenda for each meeting of the Board;
- (e) in the absence of the Chairman of the Board, 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 directors, at the discretion of either party and with or without the attendance of the Chairman of the Board;
- (g) representing the independent directors in discussions with management of the Company on corporate governance issues and other matters;
- (h) providing recommendations and advice to the Compensation and Nominating Committee on candidates for nomination or appointment to the Board;
- (i) recommending, where necessary, the holding of special meetings of the Board;
- (j) working with the Chairman of the Board and the President & Chief Executive Officer to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Chairman of the Board and the President & Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities; and
- (k) providing additional services required by the Board.