

TERMS OF REFERENCE FOR THE LEAD DIRECTOR

I. INTRODUCTION

1. The Lead Director is an independent director appointed annually by the full Board.
2. The Lead Director's primary focus is to provide leadership for the independent directors and to ensure that the Board's agenda will enable it to successfully carry out its duties.
3. While undertaking his/her responsibilities, the Lead Director works closely with the Chairman and Chief Executive Officer (the "CEO").

II. DUTIES AND RESPONSIBILITIES

The Lead Director has the responsibility to:

- (a) Act as the liaison between management and the Board to ensure the relationships between management and the Board are conducted in a professional and constructive manner. This includes ensuring that the boundaries between the Board and management are clearly understood and respected by both management and directors.
- (b) In conjunction with the Chairman and the CEO, establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.
- (c) In conjunction with the Chairman and the CEO, develop agendas for Board meetings.
- (d) Provide support to the Corporate Governance and Compensation Committee in developing director criteria and potential candidates to be recommended for appointment to the Board and ensuring an adequate orientation and training program for new Board members.
- (e) Provide support to the Corporate Governance and Compensation Committee with its recommendation of the committee members and committee chair appointments to the Board for approval and its review of the need for, and the performance and suitability of, those committees.
- (f) Maintain a liaison and communication with all directors and committee chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its committees.
- (g) Ensure the Board receives adequate and regular updates from the CEO and other members of management on all issues important to the Board's work.

TERMS OF REFERENCE FOR THE LEAD DIRECTOR

- (h) In collaboration with the CEO, ensure information requested by directors or committees of the Board is provided and meets their needs.
- (i) Review director conflict of interest issues as they arise.
- (j) Ensure the Board has a process for assessing the performance of the CEO and ensuring that appropriate succession, development and compensation plans are in place for senior management.
- (k) Ensure meetings of the independent directors are scheduled regularly, chair such meetings and report the results of such meetings to the CEO.
- (l) Receive and determine appropriate action for, generally in conjunction with the CEO, requests from individual directors to engage an outside advisor at the expense of the Company.
- (m) Receive and determine appropriate action on any communications from interested parties that are addressed to the independent directors of the Board.