

BOARD MANDATE

The purpose of this mandate (“Mandate”) is to provide guidance to Board members as to their responsibilities. The power and authority of the Board is subject to the provisions of applicable law.

Purpose of the Board

The Board is responsible for the stewardship of the Company. This requires the Board to oversee the conduct of the business and affairs of the Company. The Board discharges some of its responsibilities directly and discharges others through the Audit Committee. Any responsibility which has not been delegated to management or to a Board committee remains with the full Board.

Membership

The Board consists of directors elected by the shareholders as provided for in the Company’s constituting documents and in accordance with applicable law. From time to time, the Board shall review its size and membership to ensure that it facilitates effective decision-making by the Board in the fulfillment of its responsibilities.

Ethics

Board members shall act in accordance with applicable law and the Company’s Articles and By-laws. Board members shall carry out their responsibilities objectively, honestly and in good faith with a view to the best interests of the Company. If an actual or potential conflict of interest arises, a director or officer shall promptly inform the Secretary of the Company or the Board in accordance with the By-laws and shall refrain from voting or participating in discussion of the matter in respect of which he or she has an actual or potential conflict of interest.

Meetings

The Board shall meet in accordance with a schedule established each year by the Board, and at such other times as the Board may determine. Quorum for the transaction of business at any Board meeting is 2/5 of the number of directors. Meeting agendas shall be developed in consultation with the Chair. Board members may propose agenda items through communication with the Chair. At the discretion of the Chief Executive Officer or Board, members of management and others may attend Board meetings.

Responsibilities of the Board

The Board is responsible for:

1. Overseeing the Company’s business and operations.
2. Overseeing the identification and management of the principal risks of the Company’s businesses.
3. Monitoring the integrity of the Company’s accounting and financial reporting systems, disclosure controls and procedures, internal controls and management information systems.
4. Approving acquisitions and divestitures of business operations and similar strategic investments.
5. Overseeing management succession planning, including appointing, monitoring the performance of, and determining the compensation of senior executives and the Chief Executive Officer of the Company.
6. Ongoing refinement and disclosure of the Company’s principles and approach to corporate governance, including establishing position descriptions for the Chairman, President and Chief Executive Officer, assessing the effectiveness of the Board, Audit Committee and individual directors, and the nomination for election and orientation of new directors.
7. Being satisfied with the integrity of the Chief Executive Officer and other executive officers and that these officers are creating a culture of integrity throughout the Company.

The Board's Relationship with Management

The Board has delegated responsibility for the day-to-day management and operation of the Company's business to management. The Board is responsible for supervising management in carrying out this responsibility.

The Board recognizes the importance of operating effectively and independently and, therefore, the Board requires timely and accurate reporting from management and has complete access to management for the purpose of carrying out its duties.

Board Committees

Subject to limits on delegation contained in the By-laws and in corporate laws applicable to the Company, the Board has the authority to establish and carry out its duties through committees and to appoint directors to be members of these committees. The Board assesses the matters to be delegated to committees of the Board and the constitution of such committees annually or more frequently, as circumstances require. The Audit Committee is the only standing committee established by the Board. The constitution and responsibilities of the Audit Committee are set out in its mandate. From time to time the Board may create ad hoc committees to examine specific issues on behalf of the Board.