

Authority, Responsibility, Accountability

Role:	Chair – Corporate Governance Committee
Support:	Chair of the Board, Independent Directors
Purpose:	The Chair of a Committee shall be the principle liaison between the Committee and the Board of Directors. The Chair shall be primarily responsible for ensuring that the Committee Fulfills its purpose as described in its Committee mandate.

Authority

Resources Needed:	<p><u>Description:</u> The Committee Chair will be an independent director appointed by the Board of Directors. The Committee Chair will have a sufficient level of experience with Committee responsibilities to ensure leadership and independence.</p> <p>The Committee will have access to the following resources: a) Access to independent resources such as legal opinions.</p>	<p style="text-align: center;">\$\$ Budget not to exceed <u>\$10,000</u></p>
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Responsibility

1. To advise the Board or any of the Committees of the Board of any corporate governance issues which the Corporate Governance Committee determines ought to be considered by the Board or any such Committee.
2. To review with the Board, on a regular basis but not less than annually, the role of the Board, the terms of reference of each of the Committees of the Board and the methods and processes by which the Board fulfills its duties and responsibilities.
3. To recommend to the Board, a system which enables a Committee or an individual Director to engage separate independent counsel and advisors, at the expense of the Corporation, in appropriate circumstances and upon the approval by the Board of such a process, to be responsible for the management and administration thereof.

Accountability

1. Report to the Board annually.