

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHAIR POSITION DESCRIPTION

Appointment

1. The Chair of the Corporate Governance and Nominating Committee will be appointed, serve and be removed at the pleasure of the Board.

Duties of the Corporate Governance and Nominating Committee Chair

2. In addition to fulfilling his or her duties as an individual director, the duties of the Corporate Governance and Nominating Committee Chair are to:
 - (a) lead the Corporate Governance and Nominating Committee in discharging all duties set out in the Corporate Governance and Nominating Committee Charter and as are delegated to the authority of the Corporate Governance and Nominating Committee by the Board of Directors;
 - (b) take reasonable steps to ensure that the Corporate Governance and Nominating Committee members execute their duties pursuant to their Charter;
 - (c) manage the affairs of the Corporate Governance and Nominating Committee to ensure that the Corporate Governance and Nominating Committee is organized properly and functions effectively;
 - (d) preside at, and together with the Corporate Governance and Nominating Committee members and advisors, as appropriate, call, schedule and prepare the agenda for each meeting of the Corporate Governance and Nominating Committee;
 - (e) coordinate with the Corporate Secretary, management and advisors, as appropriate, to ensure that:
 - (i) documents are delivered to members in sufficient time in advance of Corporate Governance and Nominating Committee meetings for a thorough review;
 - (ii) matters are properly presented for the Corporate Governance and Nominating Committee's consideration at meetings;
 - (iii) members have an appropriate opportunity to discuss issues at each meeting;
 - (iv) members have an appropriate opportunity to question management, employees and advisors regarding Corporate Governance and Nominating issues and all other matters of importance to the Corporate Governance and Nominating Committee; and
 - (v) members work constructively towards their recommendations to the Board;
 - (f) communicate with each member of the Corporate Governance and Nominating Committee to ensure that:

- (i) each member has the opportunity to be heard and participate in decision making; and
 - (ii) each member is accountable to the Corporate Governance and Nominating Committee;
- (g) arrange for the preparation and distribution of all minutes of the Corporate Governance and Nominating Committee to its members and advisors, as appropriate;
- (h) ensure that the Corporate Governance and Nominating Committee, following each meeting:
 - (i) reports to the Board regarding its activities, findings and recommendations; and
 - (ii) makes Corporate Governance and Nominating Committee information available to any director upon request; and
- (i) assist in maintaining effective working relationships between Committee members, the Board, the CEO, advisors, executive officers and management.

Approved by the Board August 26, 2009