



## **MANDATE OF THE CHAIRPERSON OF THE BOARD OF DIRECTORS («The Chairperson»)**

The Chairperson is an independent Director or the Corporation. He or She provides overall leadership to ensure that the Board works as a cohesive team and carries out its duties in a timely and effective fashion. The Chairperson also sets the «tone» for the Board to foster ethics and integrity culture in the Corporation.

To that effect, and in addition to his or her responsibilities under the Mandate of the Board of Directors (the «Board») of the Corporation or the Laws, the Chairperson carries out the following specific duties:

### **With respect to the Board management, the Chairperson:**

- Takes all reasonable steps to ensure that the Board fulfil its obligations and responsibilities;
- Sets the annual work plan of the Board in collaboration with the chairpersons of the committees and the management;
- Ex-officio member of all the committees of the Board, supervises the chairpersons of the committees and take all reasonable steps to ensure that responsibilities delegated to the committees are properly carried out and that results are reported to the Board;
- Calls and chairs *in camera* sessions regularly with independent Board Members;
- Acts as a liaison between the Board and any Board member, the chairpersons of the committees and Management (in particular the CEO), whenever required;
- Upholds an ethical and responsible decision-making frame at the Board level and addresses any potential unethical or dishonest situation or potential conflict of interests brought to his or her attention in a timely and efficient manner;
- Chairs the annual and special meetings of shareholders;
- Remains available for any required intervention pertaining to the Corporation's whistle blowing policy.

**With respect to the meetings efficacy, the Chairperson:**

- Sets the agenda for each Board meeting in collaboration with the CEO;
- Chairs the meeting of the Board;
- Arranges for adequate resources, documentation and information to be available to the Board to support its work;
- Takes all reasonable steps to encourage participation of all Directors in the Board meetings and to facilitate free and constructive discussion;
- Yearly, evaluate the Directors individually;
- Ensures that the Board fulfil its responsibilities with efficiency.

**PERFORMANCE ASSESSMENT**

Each year, the Chairperson of the Board self-assesses his or her performance and is assessed by each Board member. These assessments are reported to the Corporate Governance and Nominating Committee of the Corporation, who, in turn, makes recommendations to the Board.

Revised on March 12, 2009