

## **BOARD OF DIRECTORS MANDATE**

The Board of Directors is responsible for the stewardship of the Corporation. This stewardship role consists primarily of the duty to manage or supervise the management of the business and affairs of the Corporation, and includes two key functions: decision making and oversight. The decision making function involves the formulation, in conjunction with management, of fundamental policies and strategic goals and the approval of certain significant actions. The oversight function concerns the duty to supervise management's decisions and to ensure the adequacy of systems and controls and the implementation of appropriate policies.

The Board of Directors is responsible for establishing formal delegations of authority, which define the limits of management's power and authority, and delegating to management certain powers to manage the business of the Corporation. The Board has delegated to the Chief Executive Officer (CEO) and other officers certain powers and authorities to manage the business and affairs of the Corporation, subject to the limitations under the Corporation's governing legislation. Any power or authority not so delegated remains with the Board of Directors.

The Board may also delegate certain of its powers to appropriate Board committees, to the extent permitted under the Corporation's governing legislation.

### **COMMITTEES OF THE BOARD**

The Board has established the following committees to assist in discharging its duties: the Audit Committee, the Corporate Governance Committee, the Human Resources and Compensation Committee and the Strategy Committee. Each committee has its own Board approved mandate. The Board may establish additional Board Committees as circumstances require. The Board is responsible for overseeing the duties delegated to each Board Committee.

### **THE BOARD'S DUTIES**

The Board's duties include:

#### **1. Strategic Planning**

- Providing oversight and guidance on the strategic issues facing the Corporation.
- Requiring the CEO, in collaboration with the Board, to develop and to present to the Board for approval the Corporation's long term strategic plan.
- Supervising the development of the Corporation's operating plan.
- Approving the Corporation's financial objectives and operating plan, including capital allocations, expenditures and transactions which exceed threshold amounts set by the Board.
- Monitoring implementation and effectiveness of the approved strategic and operating plans and their conformity with the Corporation's Mission Statement.
- Approving major business decisions not specifically delegated to management.

#### **2. Financial Information and Internal Controls**

- Overseeing the financial reporting and disclosure obligations imposed on the Board, the Corporation and senior management by laws, regulations, rules, policies and other applicable requirements.
- Overseeing the integrity of the Corporation's management information systems and the effectiveness of the Corporation's internal controls.
- Overseeing the preparation of and processes relating to management's reports and attestations with respect to the Corporation's internal control and disclosure control procedures.
- Ensuring the due diligence processes and controls in connection with certification of the Corporation's annual and interim filings are in place, monitoring their continued effectiveness, and ensuring that such filings are in a form that permits their certification.

- Approving the Corporation's financial statements, management's discussion and analysis (MD&A) and news releases prepared by senior management and overseeing the Corporation's compliance with applicable audit, accounting and reporting requirements.

### **3. Identification and Management of Risks**

- Ensuring that processes are in place to identify the principal risks inherent in the Corporation's business and operations.
- Overseeing management's implementation of a comprehensive enterprise risk management program and compliance management program.
- Monitoring the Corporation's systems and controls for assessing, managing and monitoring principal risks and management's reports relating to the operation and effectiveness of these systems and controls.
- Approving and monitoring the processes that provide reasonable assurance of compliance with applicable legal and regulatory requirements.

### **4. Human Resource Management and Executive Compensation**

- Ensuring that there are policies and practices in place to enable the Corporation to attract, develop and retain the human resources required by the Corporation to meet its business objectives.
- Overseeing the Corporation's executive compensation program and overall compensation philosophy for all other employees.
- Monitoring the Corporation's approach to human resource management.
- Supervising the succession planning processes of the Corporation and approving the selection, appointment, development, evaluation and compensation of the Chair of the Board, the CEO and other officers.

### **5. Integrity, Ethics and Social Responsibility**

- Obtaining reasonable assurance as to the integrity of the CEO and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Corporation
- Approving the Corporation's Code of Ethics and Business Conduct, monitoring compliance with the Code and receiving reports on adherence to the Code.
- Approving other policies and practices for dealing with matters related to integrity, ethics and best practices for business conduct.

### **6. Corporate Communications and Public Disclosure**

- Approving the Corporation's corporate communications policies.
- Overseeing the establishment of policies and processes for accurate, timely and appropriate public disclosure.
- Monitoring compliance with a written disclosure policy and applicable corporate, securities and exchange requirements.

### **7. Governance**

- Developing, approving and monitoring the Corporation's approach to corporate governance.
- Evaluating the structures and procedures established by the Board which allow the Board to function independently of management.
- Establishing Board committees and defining their mandates to assist the Board in carrying out its roles and responsibilities.
- Setting expectations and responsibilities of directors, including attendance at, preparation for, and participation in Board and committee meetings.
- Establishing, maintaining and implementing appropriate formal processes for regularly assessing the effectiveness of the Board, the Chair of the Board, the committees, each committee Chair and individual directors.

- Monitoring the composition of the Board with a view to the effectiveness and independence of the Board and its members.
- Identifying competencies and skills necessary for the Board as a whole and each individual director.
- Identifying individuals qualified to become new directors.
- Ensuring that each new director engages in a comprehensive orientation process and that all directors are provided with continuing education opportunities.
- Reviewing the Board's mandate annually to ensure it appropriately reflects the Board's stewardship responsibilities.