

Audit Committee Chair Position Description

A. **GENERAL**

The Chair of the Audit Committee shall be the principal liaison between the Audit Committee, the Board of Directors (the "Board") and the senior management of the Corporation. The Chair of the Audit Committee shall also be in regular contact with the Corporation's auditors and the Chief Financial Officer of the Corporation. The Chair of the Audit Committee shall be primarily responsible for ensuring that the Audit Committee fulfills its purpose, as described in the Audit Committee Mandate.

B. **DUTIES AND RESPONSIBILITIES**

It shall be the duty of the Chair of the Audit Committee to:

1. ensure that members of the Audit Committee regularly receive the information necessary for them to be able to meet their obligations as members of the Audit Committee;
2. ensure that meetings of the Audit Committee are held as required and, in any event, not less than the number of meetings per year dictated by the Audit Committee Mandate;
3. be responsible:
 - (a) for the dissemination of notices, agenda and meeting materials for all Audit Committee meetings; and
 - (b) for chairing those meetings or designating the Chair to another Audit Committee member;
4. coordinate the attendance of the Corporation's external auditors at such meetings of the Audit Committee where their attendance is requested; and
5. ensure that minutes are kept of each meeting of the Audit Committee and that copies of all minutes are provided to all members of the Audit Committee.

C. **REPORTING**

The Chair of the Audit Committee shall report regularly to the Board on all matters within the authority and mandate of the Audit Committee and, in particular, at each meeting of the Board called to approve recommendations of the Audit Committee in respect of the Corporation's quarterly and annual financial statements.