



## **Nominating and Governance Committee Responsibilities**

The committee's responsibilities include:

- reviewing on a periodic basis the composition of the Board and its committees;
- assessing, on a periodic basis, the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors, and considering the appropriate size of the Board;
- recommending suitable candidates as nominees for election or appointment as directors;
- assessing, on a periodic basis, the effectiveness of the Board and Management Diversity Policy;
- developing, for the review and approval of the Board, a mandate for the Board and each of its committees;
- developing, for the review and approval of the Board, position descriptions outlining the duties and responsibilities of the Chairman of the Board, the Lead Independent Director, the Chair of each of the Board committees and the Chief Executive Officer;
- developing, for the review and approval of the Board, a code of business conduct and ethics, disclosure policy, insider trading policy and share ownership guidelines; and
- preparing and recommending to the Board any required disclosures of governance practices to be included in our information circular - proxy statement.