

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

CHARTER

Purpose

The Corporate Governance and Nominating Committee will be responsible, on behalf of the Board for developing the Corporation's approach to corporate governance issues, including the Corporation's response to any applicable corporate governance guidelines, and assessing the effectiveness of the systems of corporate governance of the Corporation.

Composition and Resources

The Corporate Governance and Nominating Committee shall be made up of at least three Directors and shall be elected by the Board and who will hold office until the next annual meeting of shareholders of the Corporation or until their successors are duly elected and qualified. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Corporation's senior management and employees may serve as resources to the Committee from time to time. Where, in the opinion of the Committee, it is necessary for the proper discharge of its functions that the Committee obtain the advice and counsel of external advisors, the Chair, at the expense of the Corporation, may engage such outside advisors.

Reporting

The Committee Chair will approve an agenda in advance of each meeting and will cause minutes of the Committee's meetings to be maintained. The Chair will regularly report to the Board of Directors on the results of the Committee's deliberations and shall make recommendations for full Board action where required.

Scope, Duties and Responsibilities

In connection with discharging its functions, duties and responsibilities, the Committee will:

1. Monitor and assess the relationship between the Board of Directors (the “Board”) and management, defining the limits to management’s responsibilities and ensuring that the Board, its committees and individual directors are able to function effectively and, independently of management.
2. (a) Assess the effectiveness of the Board as a whole and recommend timely changes in the role, size, composition and structure of the Board.
2. (b) Assess at least annually the optimum Board size and make recommendations to the Board for changes it determines are appropriate.
3. (a) Conduct or oversee an annual evaluation of the effectiveness of the Board and an annual peer evaluation process to provide feedback to individual Directors on their effectiveness. In addition, the Committee will be responsible for the development and implementation of a process to assess the effectiveness of each Board committee.
3. (b) Conduct an annual assessment of the performance and if applicable, the independence of the Chairman of the Board.
4. Ensure that the appropriate structure, composition, mandate and membership are established and reviewed at least annually for each Board committee. As well, the Committee will monitor the membership of committees, particularly with respect to upcoming retirements of the Chair and committee members, to ensure proper succession planning. Recommendations for appointment of committee Chairs will be made having regard to the attributes of independence, competence, dedication, and leadership skills essential to effective chairmanship. The Committee will also review the composition of committees to determine the need for cross appointments in certain circumstances to promote greater committee effectiveness.
5. (a) Identify and recommend to the Board suitable Director candidates. In doing so, the Committee will follow a rigorous selection and screening process to ensure that the requisite elements of integrity, diversity, knowledge, skill, experience, and judgment are the hallmarks of the Corporation’s Board members. In addition, the Committee will consider the needs of individual committees and Board succession planning in recruiting prospective Directors. The Committee will recommend to the Board the nominees to stand for election as Directors at each Annual Meeting.

- 5. (b)** Satisfy itself that there is a satisfactory orientation program for new Directors with respect to their Board responsibilities and ensures that appropriate orientation and education programs are in place for new committee members.
- 6.** Assess the needs of the Board in terms of the frequency and location of Board and Committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of the meetings
- 7. (a)** Oversee and periodically review the processes and procedures for compliance with and administration of the Corporation's Code of Business Conduct and Ethics and approve amendments thereto.
- 7. (b)** Review, at least annually, the Corporation's ethics and business conduct practices, trends, and issues and report the Committee's findings to the Board of Directors.
- 7. (c)** Receive periodic reports concerning compliance with the Corporation's Code of Business Conduct and Ethics and in connection with such reports, advise and work with other Board committees regarding any compliance issues of relevance to their respective charters and mandates.
- 8.** Review requests by directors to engage the services of outside advisors at the Corporation's expense and if appropriate, approve in advance the engagement of such advisors on such terms as the Committee may approve.
- 9.** Recommend to the Board rules and guidelines governing and regulating the affairs of the Board such as tenure, retirement and indemnification of directors.
- 10.** Prepare and recommend to the Board for approval annually the Corporation's Management Information Circular.
- 11.** Monitor best practices for governance world-wide and annually review the Corporation's governance practices to ensure that its practices conform to the highest standards of corporate governance