

## Chair of the IT Oversight Committee

### Summary

The Chair will provide leadership to the IT Oversight Committee in discharging its mandate in an effective manner.

### Major Duties and Responsibilities

- Promotes a thorough understanding by the members of the IT Oversight Committee and management, (i) the duties and responsibilities of the committee; and (ii) the relationship between the IT Oversight Committee, the Company, management, the external auditor and the Superintendent
- Acts as liaison between the IT Oversight Committee and each of the Company's management, the Board, the external auditor and other external advisors (if any) and promotes open and constructive discussion between members of the committee and each of these parties
- Organizes the agenda for, frequency of, preparation for, and the conduct of, IT Oversight Committee meetings
- Chairs IT Oversight Committee meetings
- Fosters an atmosphere at IT Oversight Committee meetings conducive to open discussion and debate
- Manages the quality, quantity and timeliness of the information that goes to the Board of Directors with respect to the IT Oversight Committee and related matters
- Encourages independent directors to participate in IT Oversight Committee discussion
- Promotes the proper flow of information to the members of the IT Oversight Committee to keep the members apprised of all matters which are material to the IT Oversight Committee at all times
- The Chair will perform such other functions as may be ancillary to his/her duties or responsibilities to fulfill the mandate of the IT Oversight Committee or as may be delegated by the Board of Directors