

## **CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **PURPOSE**

This Committee is comprised of a majority of independent Directors and is responsible for the development and supervision of the Corporation's approach to corporate governance..

### **COMPOSITION AND TERMS OF OFFICE**

- The Committee will be appointed by the Board. It is comprised of not less than three Directors, all of whom will be independent Directors.
- The Chair of the Committee will be appointed by the Committee.
- The Committee will meet as required.
- Members of the Committee are appointed for a one year term at the first meeting of the Directors of the Corporation following the Annual General Meeting.
- The quorum for the Committee is a majority.

### **DUTIES AND RESPONSIBILITIES**

The Committee will recommend to the Board on matters of corporate governance, including

- Composition of the Board and its Committees.
- Orientation and education programs for new Directors.
- Annual review of the Corporate Governance Manual, including Administrative Guidelines for the Board and the Terms of Reference for Directors.
- Nominations are made to fill vacant Director positions and members and chairs of Board Committees.
- Report to the Board annually that all Directors have executed the Code of Conduct Agreement;
- Annually compare corporate governance practices against those recommended or required by any applicable regulatory body or Securities exchange requirement and to ensure that the Corporation meets all requirements. Where practices differ from recommended practices, recommend to the Board whether this situation continues to be in the best interests of the Corporation.
- Ensure for each meeting that minutes are recorded, drafted and circulated on a timely basis to committee members.