

## **IRD BOARD OF DIRECTORS' MANDATE**

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The Board of Directors is responsible for the stewardship of the Company. Accordingly it is responsible to oversee or supervise the management of the business affairs of the Company consistent with its legal powers and obligations. The Board of Directors has six core functions as follows:

- Choosing the CEO, ensuring that the senior management team is sound, focused and capable of successfully managing the Company and that an adequate succession plan is in place, monitoring and assessing the performance of the CEO, setting his compensation and approving the compensation of senior management. Taking remedial action when warranted;
- Setting the broad parameters within which the management team operates. These include a) adopting a strategic planning process and approving the strategic objectives, and monitoring the progress in achieving such objectives, b) reviewing and approving on an annual basis the business plans and budgets and monitoring their implementation, c) defining a framework to monitor the management of business opportunities and risks, d) approving major corporate decisions;
- Approving a communications policy and program to be spearheaded by the CEO. It should include compliance with all legislative and regulatory requirements, a framework for investor relations including a process for monitoring the relationship between the Company and investment dealers;

Providing advice and counsel to the CEO and the management team in the execution of their duties;

- Reviewing, approving and monitoring adherence to policies and procedures to ensure the integrity and reliability of the Company's internal control and management information systems and the reported financial performance.

Ensuring that the Board size and composition is appropriate, that it is reasonably compensated, and managing its own affairs efficiently with appropriate policies and procedures.

In order to discharge its responsibilities effectively the Board of Directors appoints committees of independent directors. The following are the committees established with a brief description of their mandates:

### **Audit Committee**

The Audit Committee reviews, reports on and provides recommendations to the Board of Directors on:

- the annual and quarterly financial statements and the integrity of the financial reporting of the Company;
- the annual and quarterly Management Discussion and Analysis;
- the appropriateness of the Company's accounting policies and practices;
- the adequacy of the Company's internal control; systems;
- the adequacy of the Company's processes for identifying and managing risk;
- the adequacy of the Company's processes for complying with laws and regulations;
- the appointment, terms of engagement and proposed fees of the external auditors;
- the relationship between the Audit Committee, other committees of the Board of Directors, and management;
- the press releases for the quarterly and annual financial reporting

### **Corporate Governance Committee**

The Corporate Governance Committee reviews, reports on and makes recommendations to the Board of Directors on:

- the Company's approach to governance issues;
- the role of the Board and general division of duties between the Board and the CEO and, in conjunction with the Compensation Committee, the CEO's responsibilities;
- the performance of the Directors and of the Board of Directors as a whole;
- candidates for election to the Board of Directors;
- annually, the mandates of the Board of Directors and its committees and changes thought to be appropriate;

### **Compensation Committee**

The Compensation Committee reviews, reports on and makes recommendations to the Board of Directors on:

- the Company's compensation philosophy;
- the annual Company compensation plan;
- the compensation plan for the CEO, executives and key employees;
- in conjunction with the Corporate Governance Committee, the CEO's responsibilities.