

IRD Chairman Position Description

General Description

The Chairman in conjunction with the Lead Director provides leadership to the Board and is responsible for the overall performance of the Board and for ensuring that the Board is effective in setting and implementing the Company's direction and strategy. The Chairman is appointed by the Board at the recommendation of the Corporate Governance Committee.

Duties and Responsibilities

The Chairman shall:

- Chair the meetings of the Board and general meetings
- Lead the Board, ensuring its overall effectiveness in all aspects of its role
- Establish, in conjunction with the Lead Director and the Corporate Governance Committee procedures to govern the Board's work, to ensure that the Board is appropriately approving strategy and supervising management's progress towards achieving that strategy
- In concert with the Lead Director and the CEO set the agendas for Board meetings and ensure that the agendas and properly prepared agenda materials are circulated to the Directors with sufficient time for study prior to the meeting
- Foster good relations amongst the Board members
- Encourage contributions by all directors and ensure constructive relations between inside and independent directors
- Ensure that the Board delegates appropriately to its committees
- Ensure that the Board sets appropriate levels of authority for the CEO
- Provide support and advice to the CEO as appropriate and ensure effective liaison and continuity of communication on developments between Board meetings