
POSITION DESCRIPTION CHAIR OF THE BOARD OF DIRECTORS

GENERAL

The fundamental responsibility of the Chair of the Board of Directors of TESSA-NILE Ltd. (the “Corporation”) is to effectively manage the affairs of the Board.

SPECIFIC

The specific duties and responsibilities of the Chair of the Board of Directors of TESSA-NILE Ltd. (the “Corporation”) are as follows:

Board Structure

- Ensure that the Board is properly organized, functions effectively and meets its obligations and responsibilities including those relating to corporate governance matters.
- Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of unrelated directors.

Board Management

- Chair Board meetings.
- Assist the CEO and Corporate Secretary in the co-ordination of the agenda, information packages and related matters for Board meetings.
- Establish a system that provides for maintaining a liaison and communication with all directors and committee chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its committees.

Advisory

- Work with the CEO to ensure effective relations with the members of the Board, shareholders, other stakeholders and the public.
- Act as the principal sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability, and build relationships.
- At the request of the CEO, provide advice to the CEO on major issues.
- Communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public.
- Work closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.
- Respond to questions from officers and directors regarding business conduct and ethics practices.

CEO Performance

- Lead the Board in monitoring and evaluating the performance of the CEO, and reviewing the management succession and development plans by the CEO.

POSITION DESCRIPTION

CHAIR OF THE BOARD OF DIRECTORS

TESSA-NILE

-
- Assess, in conjunction with the Human Resources and Compensation Committee, the performance of the CEO and provide input with respect to compensation.
 - Provide input to the Nominating and Corporate Governance Committee with respect to CEO succession.

Annual Meeting and Other Communication

- At the request of the CEO, assist in representing the Corporation in a general industry and community context.
- Chair meetings of shareholders of the Corporation.
- At the request of the CEO, or where appropriate, represent the Board at official functions and meetings with major shareholder groups and other stakeholder groups.