

GENNUM CORPORATION

**POSITION DESCRIPTION FOR
STANDING COMMITTEE CHAIRS**

General

This position description (this “Position Description”) applies to the chairperson (the “Chair”) of each standing committee (each a “Committee”) of the board of directors (the “Board”) of Gennum Corporation (the “Corporation”).

This Position Description should be read together with the written charter, as may be amended from time to time, of each Committee. In case of any inconsistency between this Position Description and the applicable charter, the provisions of the charter shall govern.

This Position Description and any applicable charter are subject to the provisions of the by-laws of the Corporation and to the applicable provisions of the *Business Corporations Act* (Ontario) and any other applicable legislation.

Purpose of Chair

In fulfilling the mandate of a Committee, pursuant to its charter, and any other matters delegated to it by the Board, the overriding purpose of the Chair is to provide leadership to the Committee and supervise its functioning and effective performance.

Responsibilities of a Chair

The Chair of each Committee shall:

- (a) chair the meetings of the Committee;
- (b) provide leadership to the Committee by promoting, among other things:
 - (i) a thorough understanding by members of the Committee of (A) the duties and responsibilities of the Committee, and (B) the relationship between, on the one hand, the Committee and, on the other hand, the Corporation’s management and/or any other relevant entities, as the case may be; and
 - (ii) general cooperation between members of the Committee;
- (c) ensure that the Committee is properly organized and functioning effectively by promoting, among other things:
 - (i) the proper flow of information to the Committee; and
 - (ii) open and constructive discussions between members of the Committee;
- (d) work with the Chair of the Board, the Chief Executive Officer, and the Corporate Secretary in order to determine the frequency of Committee meetings and the agendas for these meetings;

- (e) organize and present the agendas for the meetings of the Committee such that:
 - (i) all of the responsibilities assigned to the Committee pursuant to its charter are discharged in a timely and diligent manner; and
 - (ii) members of the Committee have input into the agendas;
- (f) as appropriate, and in consultation with the Committee, retain, oversee, and terminate independent advisers to assist the Committee or its members in the fulfillment of their responsibilities;
- (g) report to the Board with respect to the activities of the Committee;
- (h) report recommendations to the Board that are considered advisable by the Committee;
- (i) lead the Committee in annually reviewing and assessing the adequacy of its mandate, as well as annually evaluating the Committee's effectiveness in fulfilling its mandate, with a view to discussing same with the Chair of the Board; and
- (j) perform such other functions as may be:
 - (i) ancillary to the responsibilities described above; and
 - (ii) delegated from time to time to the Chair by the Committee or the Board.

Periodic Review of this Position Description

Each Committee shall periodically review and assess the adequacy of this Position Description in order to recommend to the Board any changes that the Committee considers advisable.