

# **Innovium Media Properties Corp.**

## **Mandate of the Chairman of the Board of Directors**

The Chairman of the Board of Innovium Media Properties Corp. (“Innovium” or the “Company”) is responsible for the management, development and effective functioning of the Board of Directors.

The Board has the ultimate authority and responsibility for the Company and the Chairman provides direction and leadership for the Board. The Chairman carries the same slate of duties and responsibilities as other Directors, with additional emphasis on these principal accountabilities:

### **RESPONSIBILITIES:**

1. Responsibility for the overall operations of the Board and monitoring its effectiveness; building and managing the composition and structure of the Board; ensuring constant and continuous renewal of the Board; ensuring the creation of standards of performance and job descriptions for Board and Committee members; managing the Board and its meetings; guiding its deliberations so that appropriate strategic and policy decisions are made; and ensuring proper oversight is exercised. The Chairman will ensure that these activities do not contradict the comparable activities and endeavours of the individual Committees.
2. Plans and organizes the work of the Board, including:
  - Setting the Board agendas and ensuring that the Company’s strategic direction, including the Company’s vision, mission and values are defined and communicated to the Board for its approval and that all matters of strategic importance are dealt with regularly at the Board level;
  - Considering and suggesting candidates for Board membership and participating in the selection of candidates to be submitted to the Board for approval;
  - Recommending Committee composition to the Board;
  - Recommending Board compensation after consultation with the Audit Committee, Governance and Nominating Committee and the Compensation Committee; and
  - Developing programs for Director orientation and continuing education.
3. Reviewing the Compensation Committee’s performance goals for the CEO and their assessment of the CEO in meeting agreed targets;
4. Advising Management on developing corporate strategy and plans;
5. Ensuring that the Company’s policy with respect to regulatory compliance and its Code of Conduct is communicated to all stakeholders;
6. When asked to do so by the Board, representing Innovium to its major stakeholders, including shareholders, the financial community, government authorities and the public.
7. It shall also be the responsibility of the Chairman to delegate to the other members of the Board and senior management roles, as appropriate, in the fulfilment of the above.

*Adopted by the Innovium Board of Directors December 20, 2006*