

MAGELLAN AEROSPACE CORPORATION CHAIR OF THE BOARD OF DIRECTORS GENERAL GUIDELINES

GENERAL

The fundamental responsibilities of the Chair of the Board of Directors of the Corporation are to provide leadership, manage the board, act as liaison between management and the Board, and represent the Corporation to external groups.

SPECIFIC

1. Leadership

The Chair is explicitly accountable for ensuring the Board carries out its responsibilities effectively. This includes ensuring that:

- the responsibilities of the Board are well understood by both the Board and management and that the boundaries between the Board and management are clearly understood and respected;
- the Board does its job and does not try to do management's job;
- the Board works as a cohesive team;
- resources available to the board (in particularly timely and relevant information) are adequate to support its work; and
- a system is in place 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.

2. Manage the Board

The Chair should:

- coordinate with the CEO and Secretary the setting of the agenda and the preparation and distribution of information packages and related matters for Board meetings;
- adopt procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
- chair Board and shareholder meetings;
- establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- ensure that where functions are delegated to appropriate committees the functions are carried out and reported to the Board;
- lead the Corporate Governance and Nominating Committee in (i) assessing the effectiveness of the Board, its committees and the contribution of its members, (ii) developing strategic criteria for director recruitment and succession planning, (iii)

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preparing an annual slate of directors to be nominated for election to the Board at the annual meeting of shareholders, and (iv) reviewing and assessing director compensation;

- ensure an adequate orientation and training program for new board members; and
- lead the Board in monitoring and evaluating the performance of the CEO, and reviewing the management succession and development plans by the CEO

3. Liaison between Board and management.

The Chair should:

- ensure the relationships between Board and management are conducted in a professional and constructive manner;
- work closely with the CEO to ensure that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture.

4. Representing the Corporation to external groups.

At the request of the Board and with the agreement of the CEO, the Chair could represent the Corporation to external groups including shareholders and other stakeholders.

Approved by the Board the 14th day of May, 2003.