

**TERMS OF REFERENCE FOR THE BOARD CHAIR**

The term "**Company**" refers to Rogers Sugar Inc., the term "**Board**" refers to the board of directors of the Company and the term "**Administrator**" refers to Lantic Inc. in its capacity as administrator of the Company pursuant to the **Administration Agreement**.

**INTRODUCTION**

- A. The Chair is appointed annually by and reports to the Board.
- B. The Chair's primary role is managing the affairs of the Board including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.
- C. The Chair works with the Administrator and with the President and Chief Executive Officer ("**CEO**") of the Administrator to ensure effective relations with Board members, shareholders, other stakeholders and the public.
- D. The Chair maintains on-going communications with the Secretary and with such other officers of the Administrator as he determines appropriate.
- E. The Chair, in conjunction with the Company's nominees on the boards of directors of Lantic Inc., maintain ongoing communications with the senior management and board of directors of Lantic Inc. in the Company's capacity as an investor in this company.

**DUTIES AND RESPONSIBILITIES**

**A. WORKING WITH THE ADMINISTRATOR**

The Chair has the responsibility to:

- (a) provide advice to the Administrator and the CEO on major policy issues affecting the Company as required;
- (b) assist the Administrator in representing the Company in a general industry and community context as required;
- (c) ensure the Administrator and the CEO are aware of concerns of the Board, shareholders, other stakeholders and the public;
- (d) lead the Board in monitoring and evaluating the performance of the Administrator and ensuring the accountability of the Administrator;
- (e) work closely with the Administrator and the CEO to ensure the Administrator's strategies and plans are appropriately represented to the Board;

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- (f) provide assistance and direction to the Administrator on major policy issues such as acquisitions, divestitures, and new strategic initiatives of the Company, and
- (g) assist the Administrator and the CEO in representing the Company at senior levels of industry or government to promote specific Company objectives.

**B. MANAGING THE BOARD**

The Chair has the responsibility to:

- (a) assist the Board in remaining alert to its obligations to the Company, shareholders, other stakeholders, as advised by counsel, and pursuant to law;
- (b) chair Board meetings;
- (c) establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- (d) assist the Board in drawing up an annual slate of directors to be nominated to the Board as nominees of the Company;
- (e) assist the Board in drawing up an annual slate of directors to be nominated as the Company's nominees on the board of directors of Lantic Inc.;
- (f) assist the Board in its recommendation of the committee members and committee chair appointments to the Board for approval and its review of the need for, and the performance and suitability of, those committees;
- (g) oversee the preparation and co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the CEO and the Secretary;
- (h) ensure the Board receives adequate and regular updates from the Administrator and the CEO on all issues important to the welfare and future of the Company;
- (i) maintain 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;
- (j) in collaboration with the Administrator and the CEO, ensure information requested by directors or committees of the Board is provided and meets their needs; and
- (k) review and assess director attendance, performance and compensation and the size and composition of the Board, all in conjunction with relevant committees of the Board.

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**C. MONITORING INVESTMENTS**

The Chair has responsibility to:

- (a) lead the Board in monitoring and reviewing the Company's investments including its investments in Lantic Inc. and monitoring the compliance by Lantic Inc. with the Corporate Governance Agreement;
- (b) lead the Board in considering appropriate measures it may take as an investor in Lantic Inc. if the performance of Lantic Inc., as the case may be, falls short of its goals or other special circumstances warrant or if Lantic Inc. does not fulfill its obligations under the Corporate Governance Agreement or any other agreement to which the Company and Lantic Inc. may be party.

**D. RELATIONS WITH SHAREHOLDERS, OTHER STAKEHOLDERS AND THE PUBLIC**

The Chair has the responsibility to:

- (a) chair meetings of shareholders.
- (b) in conjunction with the Administrator and the CEO, ensure the Company and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, and other stakeholder groups; and
- (c) undertake public service activities, as requested by the CEO and relevant committees, in connection with the Company's charitable educational and cultural activities and objectives.