

APPENDIX C – TERMS OF REFERENCE FOR A DIRECTOR

I. Goals and Objectives

As a member of the board of directors, each director shall:

- A. fulfill the legal requirements and obligations of a director which includes a comprehensive understanding of statutory and fiduciary responsibilities;
- B. ensure that the best interests of YNG are paramount; and
- C. participate in the review and approval of corporate policies and strategy and to monitoring their implementation.

II. Duties and Responsibilities

A. Board of Directors Activity

As a member of the board of directors, each director shall:

- (i) exercise good judgment and act with integrity;
- (ii) use his abilities, experience and influence constructively;
- (iii) be an available resource to management and board of directors;
- (iv) respect confidentiality;
- (v) advise the President and/or the Chair when introducing significant and/or previously unknown information or material at a board of directors meeting;
- (vi) understand the difference between governing and managing, and not encroach on management's area of responsibility;
- (vii) be aware of potential conflict areas - real or perceived - and adopt an objective position;
- (viii) when appropriate, communicate with the Chair and/or the President between meetings;
- (ix) demonstrate a willingness and availability for one-on-one-consultation with the Chair and/or the President; and
- (x) evaluate the President, the Chair and YNG's performance.

B. Preparation and Attendance at Meetings of the Board of Directors

To enhance effectiveness of the board of directors and committee meetings each director shall:

- (i) prepare for board of director and committee meetings by reading reports and background materials prepared for each meeting;
- (ii) maintain an excellent board of directors and committee meeting attendance record; and
- (iii) make such inquiries and acquire, as needed, adequate information necessary for decision making.

C. Communication

Communication is fundamental to board of directors effectiveness and therefore each director shall:

- (i) participate fully and frankly in the deliberations and discussions of the board of directors;
- (ii) encourage free and open discussion of the affairs of YNG by the board of directors and its members;
- (iii) ask probing questions focused on policy and strategy; and
- (iv) question officers in an appropriate manner and at proper times on strategy, Implementation and results.

D. Independence

Recognizing that the cohesiveness of the board of directors is an important element in its effectiveness, each director shall:

- (i) be a positive force with a demonstrated interest in the long-term success of YNG; and
- (ii) speak and act independently.

E. Board of Directors Interaction

As a member of the board of directors, each director shall establish an effective, Independent and respected presence and a collegial relationship with other members of the board of directors.

F. Committee Work

To ensure that the board of directors committees are effective and productive each director shall:

- (i) participate on committees when asked and become knowledgeable with the purpose and goals of the committee; and
- (ii) understand the process of committee work, and the role of management and staff supporting the committee.

G. Business, Corporation and Industry Knowledge

Recognizing that decisions can only be made by well informed members of the board of directors, each director shall:

- (i) remain knowledgeable of YNG's business and industry;
- (ii) maintain an understanding of the regulatory, legislative, business, social and political environments within which YNG operates;
- (iii) become acquainted with management and the officers of YNG; and
- (iv) be an effective ambassador and representative of YNG.