

Appendix 4B

Compliance Officer Position Description

The compliance officer is a senior officer of the corporation, elected by the board of directors. The officer serves in this position until a successor is elected by the board.

The compliance officer's objective is to ensure that the Corporation establishes and maintains an effective, best practices compliance and integrity program, to prevent and detect violations of law and other misconduct, and to promote ethical conduct and a commitment to compliance with the law. The officer shall ensure faithful implementation of the program as directed by the board of directors. The program will include standards, procedures and internal controls reasonably capable of reducing the prospect of criminal conduct. It will also consist of an appropriate information and reporting system so that the board and senior management may exercise timely and informed judgments concerning the corporation's compliance with law.

The compliance officer's duties include:

- Exercise oversight responsibility for the Corporation's global compliance and integrity program.
- Report on compliance matters to the Chief Executive Officer of the Corporation and to the Audit Committee of the Board of Directors and to the full Board of Directors. Access to the Board and the Audit Committee is unrestricted.
- Ensure coordination with other company departments including the law department, internal audit, security, human resources, and information technologies to ensure effective implementation of the compliance and integrity program.
- Supervise those working in the compliance and integrity program.
- Coordinate with other departments involved with external liaison functions, to ensure an understanding by outside audiences of the company's commitment to compliance and integrity.
- Ensure that appropriate standards, practices, and internal controls, including a code of conduct, are adopted, published and explained to employees and agents.
- Ensure that an effective system exists for communicating the compliance and integrity program's standards and guidance in the compliance risk areas, including training and other communications media, to employees, officers, members of the board, and, as appropriate, agents.

- Delegate to designated business unit managers responsibility for oversight of the compliance and integrity program in their business units.
- Ensure that each compliance risk area is identified and appropriately addressed through the compliance and integrity program. Also ensure that such risk assessment occurs periodically. Delegate responsibility for oversight of compliance efforts in each risk area.
- Establish and convene such committees and groups, including interdepartmental committees, as necessary to implement the compliance and integrity program.
- Act as an advocate and champion of the compliance and integrity program among senior managers, and provide advice on compliance and ethics matters. Assist the senior managers in discharging their duty to ensure that the Corporation has an effective compliance and integrity program.
- Ensure that the compliance and integrity program appropriately addresses acquisitions, joint ventures, agents and other third parties.
- Ensure that there is a system and procedures in place to prevent delegation of substantial discretionary authority to anyone who has engaged in illegal activities or other conduct inconsistent with the compliance and integrity program, through review of the promotion and recruiting systems for employees and other agents.
- Ensure that there is a system in place for appropriate monitoring, auditing, and other measurements of: a) the program's effectiveness; and b) the corporation's compliance with law and ethical standards.
- Ensure that there is an effective system in place for employees and other agents to raise questions and obtain advice regarding compliance and integrity, and to report misconduct without fear of retaliation, and with appropriate follow-up.
- In cooperation with the legal department, ensure that reports and other indications of possible misconduct are appropriately and professionally investigated, and that appropriate corrective action is taken, including enhancements to the compliance program, and, after consultation with the General Counsel, disclosure to the government if warranted. The compliance officer shall have unlimited access to facilities, records and personnel, and to all senior management meetings.
- Ensure that there is an effective and consistent system of discipline to address misconduct, and an evaluation and incentive system that promotes legal and ethical conduct.
- Ensure that all findings of misconduct and of weaknesses in the compliance and integrity program are responded to promptly and effectively.
- Work closely with and obtain legal advice from the General Counsel and the legal department in implementing the compliance and integrity program and in diligently monitoring current trends and developments to identify emerging new risks.

- Retain such outside experts as are necessary to achieve the objectives of the compliance and integrity program.
- Ensure that appropriate records of the compliance and integrity program are generated and maintained.
- Keep current with compliance best practices and represent the Corporation in external compliance and ethics forums.