

Appendix 4C

Assistant Compliance Officer Position Description

The assistant compliance officer reports to the compliance officer, who is a senior officer of the corporation, elected by the board of directors. The assistant compliance officer is a level _____ manager, but may not be removed, transferred or terminated without five days advance written notice to the audit committee of the board of directors fully explaining the reason for such action.

The assistant compliance officer assists the compliance officer in ensuring 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 practices and a commitment to compliance with the law. The assistant compliance officer assists the compliance officer in ensuring the faithful implementation of the program as directed by the board of directors.

The assistant compliance officer's duties include:

- Assist the compliance officer in exercising oversight responsibility for the Corporation's global compliance and integrity program.
- Report on compliance matters to the compliance officer, and assist the compliance officer in reporting on such 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. The assistant compliance officer will have access to the Board and the Audit Committee as appropriate.
- Assist the compliance officer in ensuring coordination with other company departments including legal, internal audit, security, human resources, and information technologies to ensure effective implementation of the compliance and integrity program.
- Assist the compliance officer in supervising 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.
- Assist the compliance officer in ensuring that appropriate standards, practices, and internal controls, including a code of conduct, are adopted, published and explained to those affected.

- Assist the compliance officer in ensuring 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.
- Assist designated business unit managers in exercising their responsibility for oversight of the compliance and integrity program in their business units.
- Assist the compliance officer in ensuring that each compliance risk area is identified and assessed periodically and appropriately addressed through the compliance and integrity program. Assist those who have been delegated responsibility for oversight of compliance efforts in each risk area.
- Participate, as appropriate, in committees and groups, including interdepartmental committees, established to implement the compliance and integrity program.
- Act as an advocate and champion of the compliance and integrity program among managers, employees and agents and provide advice on compliance and ethics matters.
- Assist the compliance officer in ensuring that the compliance and integrity program appropriately addresses acquisitions, joint ventures, agents and other third parties.
- Assist the compliance officer in ensuring 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.
- Assist the compliance officer in ensuring 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.
- Assist the compliance officer in ensuring 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, assist the compliance officer in ensuring that reports and other indications of possible misconduct are appropriately 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 and the assistant compliance officer shall have unlimited access to facilities, records and personnel, and to all senior management meetings.
- Assist the compliance officer in ensuring 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.

- Assist the compliance officer in ensuring 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 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.
- Assist the compliance officer in ensuring that appropriate records of the compliance and integrity program are generated and maintained.
- Keep current with compliance best practices and, along with the compliance officer, represent the company in external compliance and ethics forums.
- Execute such other functions related to the compliance and integrity program as are delegated by the compliance officer.