

Appendix 4D

Business Unit Compliance Officer Position Description

Summary description. The business unit compliance position will carry out all compliance program responsibilities delegated to that position by the corporate compliance officer and by the business unit CEO. The position shall report directly to the business unit CEO, with dotted line reporting to the corporate compliance officer. The compliance position's annual objectives and appraisal shall be the joint responsibility of the business unit CEO and the corporate compliance officer.

Specific responsibilities.

1. Responsible to assist the business unit CEO in preparing the business unit's periodic report to the Corporate Compliance Officer and the Board of Directors on the unit's compliance program activities.
2. Report regularly on the status of the compliance program to the business unit CEO.
3. Help assure that all matters that are to be reported to the Chief Compliance Officer are so reported on a timely basis.
4. Strive to assure ethical conduct, and compliance with law and the company code of conduct in the business unit.
5. Act as an advocate and champion of the compliance and integrity program among senior managers in the business unit, 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.
6. Facilitate compliance training in the unit.
7. Facilitate compliance audits in the unit.
8. Assist in publicizing the Corporation's reporting and advice system.
9. Ensure that the appropriate steps are taken to evaluate the effectiveness of the compliance and integrity program in the unit.
10. Work with the business unit management to ensure there is appropriate compliance monitoring.
11. Provide advice to managers and employees in the unit on the code of conduct and the compliance program.
12. Assist, as appropriate, in investigations under the compliance and integrity program.

13. Monitor the operation of the incentive systems to ensure that the compliance and integrity program is part of those incentives.
14. Provide advice and assistance to his or her successor in the business unit compliance position.
15. Ensure that each compliance risk area that applies to the business unit is identified and appropriately addressed through the compliance and integrity program. Also ensure that such risk assessment occurs periodically.
16. Be responsible for operation of, or for assuring there is another manager responsible for operation of, business unit compliance programs in each of the identified risk areas, including: a) environmental compliance; b) workplace safety; c) records management; d) employment law including sexual harassment; and e) other risk areas set by the corporate compliance officer or the business unit CEO.
17. Assure disciplinary matters relating to the code of conduct or the compliance and integrity program are reviewed with the corporate compliance officer or his/her designee.
18. Coordinate with and obtain legal advice from the business unit's legal counsel.
19. Provide input on the code of conduct on behalf of the business unit, and promote awareness of the code in the business unit.
20. Represent the business unit in company-wide compliance committee meetings, and in development and implementation of the compliance program.
21. Maintain documentation of the compliance program's activities in the business unit.