

DATA COMMUNICATIONS MANAGEMENT CORP.

TERMS OF REFERENCE FOR THE NON-EXECUTIVE CHAIRPERSON

- Title:** Chairperson (the “**Chair**”) of the board of directors of the Corporation (the “**Board**”)
- Appointment:** The Chair is an independent (within the meaning of all applicable laws and any other relevant considerations) director of the Corporation who is elected as a director by the Corporation’s shareholders. The Chair is elected to the position of Chair by the members of the Board and serves in this role at the pleasure of the Board. The Chair is eligible to sit as a member of or chair of any Board committee. The Chair will be entitled to receive such remuneration for acting in such capacity as may be determined from time to time by the Board on the advice of the Corporate Governance Committee of the Board.
- Reports:** The Chair maintains open communication with the Chief Executive Officer of the Corporation. Unfettered two-way communication with all senior officers is also required, although not expected to be frequent.
- Function:** The Chair’s primary role includes ensuring that the Board functions properly, that it meets its duties and responsibilities, and that its organization and mechanisms are in place and are working effectively.

Key Responsibilities:

1. The Chair will provide leadership to the Board with respect to its functions as described in the Board’s written mandate and as otherwise may be appropriate.
2. The Chair will chair the meetings of the Board and meetings of the shareholders of the Corporation.
3. The Chair will take into account issues raised by the Board members in connection with Board relevant matters in approving agendas for meetings of the Board.
4. The Chair will ensure that the Board meets on a regular basis and at least quarterly without management present.
5. The Chair will, in consultation with the Chief Executive Officer of the Corporation, establish a calendar for holding meetings of, and set the agendas for, the meetings of the Board and of the shareholders of the Corporation.
6. The Chair will coordinate the scheduling of meetings of the Board committees with the chairs of the Board committees.
7. The Chair will establish procedures to govern the Board’s work to ensure the board can conduct its work effectively and efficiently, including proposing a Board charter (and appropriate amendments from time to time) to the Corporate Governance Committee,

establishing the location and time of meetings of the board and the procedures to be followed with respect to the conduct of meetings of the Board, including determining who may be present at such meetings in addition to the directors and secretary of the meeting.

8. The Chair will, in collaboration with the Chief Executive Officer of the Corporation, ensure that agenda items for all Board, Board committee, and shareholder meetings are ready for presentation and that adequate information is distributed to directors in advance of such meetings in order that directors may properly inform themselves on matters to be acted upon.
9. The Chair will act as liaison and will maintain communication with all directors and Board committee chairs to optimize and coordinate input from directors, and to optimize the effectiveness of the Board and Board committees.
10. The Chair will ensure that the Board meets regularly *in camera* and that the independent directors also have an opportunity to do so. Such meetings will be chaired by the Chair.
11. Unless the Chair and the chairperson of the Corporate Governance Committee are the same person, the Chair will meet from time to time with the chair of the Corporate Governance Committee to review Board effectiveness, director performance and Corporate Governance Committee recommendations with respect to Board nominees.
12. The Chair will ensure the Board receives adequate and regular updates from the Chief Executive Officer of the Corporation on all issues important to the welfare and future of the Corporation.
13. The Chair will meet periodically with the Chief Executive Officer of the Corporation to optimize the Chair's liaison function and to ensure efficient communications between management and the Board.
14. The Chair will report annually to the Board on the role of the Chair and the effectiveness of the Chair's role in contributing to the objectives and responsibilities of the Board as a whole.
15. The Chair will have adequate resources to discharge the responsibilities of the Chair. The Chair will be empowered to engage advisors as may be appropriate from time to time to advise the Chair with respect to duties and responsibilities.