

Mandate of Chairman of the Board of Directors

PURPOSE

The Chairman of the Board (the “Chairman”) presides over the Board of Directors (the “Board”) of Astral Media Inc. (the “Corporation”) and provides leadership to the Board in determining that the Board meets all its legal and ethical responsibilities. He has the responsibility of leading the Board in setting the values and standards of the Corporation and of maintaining a relationship of trust with and between the executive and non-executive Directors. He serves as spokesperson to the shareholders at the annual shareholders’ meeting and promotes the Corporation’s efforts aimed at achieving its corporate objectives, its viability and its strategic development.

DUTIES AND RESPONSIBILITIES

The Chairman shall perform such duties as may be prescribed by the Board from time to time. In addition, he shall:

Planning

- provide leadership in ensuring the Board’s oversight of the Corporation’s plans and strategy, in determining that measurable organizational objectives, approved by the Board, are established with time limits to their attainment, and in monitoring the progress toward attainment; and
- ensure that the operations and the development of the Corporation are conducted in a lawful and ethical manner.

Board Leadership

- appoint, subject to ratification by the Board, Board committees (“Committees”) chairpersons and such special committees as may be deemed necessary to expedite the strategy of the Corporation;
- direct the Board in the fulfillment of its stated roles, objectives and responsibilities in an effective manner;
- set the agenda of the Board;
- preside in regular and special meetings of the Board;
- ensure the provision of accurate, timely and clear information to Directors;
- ensure that a regular evaluation of the performance of the Board, its Committees and individual Directors is undertaken; and
- facilitate the effective contribution of non-executive Directors and ensure constructive relations between executive and non-executive Directors.

Relations with Stakeholders

- serve as, or designate, an official spokesman to the shareholders at the annual shareholders’ meeting.
- provide advice and counsel to the CEO regarding government and regulatory agencies relations and public policy developments, and oversee compliance with applicable regulatory requirements; and
- at the request of the CEO, represent the Corporation to external groups and other stakeholders, including industry associations, governments and regulatory agencies.

Supervision

- work with the Corporation's Chief Executive Officer, ensuring that the business and internal operations of the Corporation are conducted effectively and with maximum efficiency toward achieving its stated corporate objectives and its strategic development with a view to the best interests of the Corporation and shareholders generally; and
- supervise Committees chairpersons to ensure that their stated functions are being performed.

The Chairman shall perform such other duties as may, from time to time, be reasonably assigned to him by the Board, provided such duties are consistent with and do not interfere with applicable laws, By-laws of the Corporation or its Articles.

APPOINTMENT

The Chairman shall be appointed by the Board for a term as determined by the Board, if no term is specified, he shall hold office until the first meeting of the Directors held after the next Annual Meeting of Shareholders. If the appointment of the Chairman shall not be made at such meeting, such appointment shall be made as soon thereafter as is convenient.

The Chairman shall hold office until a successor shall have been duly appointed and shall have qualified, until the Chairman's death, or until the Chairman shall resign or until the Chairman shall have been removed with or without cause by the Board.

The designation of a term does not grant to the Chairman any contract rights, and the Board can remove the officer at any time prior to the termination of such term.

REQUIREMENTS FOR HOLDING THE POSITION

To execute his responsibilities, the Chairman shall:

Integrity and Accountability

- demonstrate high ethical standards and integrity in his personal and professional dealings, and be willing to act on, and remain accountable for, his decisions;

Informed Judgment

- develop a depth of knowledge of the Corporation's business and its strategic and business plans in order to exercise informed judgment while fulfilling the duties and responsibilities imposed upon the Chairman;

Financial Literacy

- have a high level of financial literacy, know how to read financial statements and understand the use of financial ratios and other indices for evaluating the Corporation's performance; and

Track Record and Experience

- bring a history of achievements that reflect high standards for himself and others.