

Section 3 BOARD GOVERNANCE

BOARD RESPONSIBILITY

The Board of Directors is primarily responsible for the governance of the corporation. Corollary to setting the strategies and policies for the accomplishment of the corporate objectives, it shall provide an independent check on Management. The Board shall likewise review and comment on the strategic directions identified by Management.

BOARD ACCOUNTABILITY

The Board is primarily accountable to the stockholders. It should provide them with a balanced and comprehensible assessment of the corporation's performance, position and prospects on a quarterly basis, including interim and other reports that could adversely affect its business, as well as reports to regulators that are required by law.

Thus, it is essential that Management provide all members of the Board with accurate and timely information that would enable the board to comply with its responsibilities to its stockholders.