



POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD

Board Approved:
December 10, 2008

Section 1. The Chair of the Board's Job Description, Broadly Stated

The Chair of the Board ("Chair") of Discovery Air Inc. (the "Corporation") is responsible for facilitating highly effective performance by the Board of Directors ("Board") of the Corporation. The Chair is not an executive of the Corporation in the sense that the Chair is not responsible for the management of any aspect of the Corporation's business.

In discharging his/her responsibility, the Chair will, from time to time, (i) provide leadership to the Board on specific issues, (ii) assist the Board in performing its duties and meeting its obligations, including the duties and obligations of the Board specified in the mandate of the Board relating to strategic planning, (iii) at and in accordance with the direction of the Board, act as the spokesperson for the Board, (iv) at the request of the Board and/or the chief executive officer of the Corporation (the "CEO"), act as an intermediary between the Board and the CEO, and (v) at the request of the Board and/or the CEO, provide advice and counsel to the CEO.

Section 2. Specific Responsibilities of the Chair

Without limiting the generality of the responsibility of the Chair as described in Section 1 above, the Chair shall:

Pre-Board Meeting Mechanics

- a) schedule the number and timing of Board meetings each calendar year so as to enable the Board to deal on a timely basis with all matters for which the Board is responsible and with which the Board as a whole chooses or is obliged to deal;
- b) in consultation with the chairs of the Board committees, the CEO and other members of management (as appropriate), establish the agenda for each Board meeting with a view to bringing before the Board (i) matters in respect of which the chairs of Board committees, the CEO or other members of management require or want Board direction or approval, and (ii) matters with which the Board wishes or is obliged to deal;

- c) use his/her best efforts to provide or to cause to be provided to the Board a reasonable time in advance of each Board meeting all reasonably required and available information relating to each matter to be dealt with by the Board at that meeting;
- d) where, in the Chair's opinion, the subject matter and expected duration of a Board meeting or the particular circumstances of a member of the Board (a "Director") would so warrant, encourage a Director or Directors to participate in the meeting by means of telephone, teleconference, videoconference or other methodology by which Directors participating in the meeting are able to speak to and be heard by each other;
- e) approve the general nature and length of all presentations to be made at each Board meeting and review every written presentation to be made to the Board or to any committee of the Board before such written presentation is provided to Directors;
- f) prior to any Board meeting, confer with one or more Directors on any matter to be discussed at the Board meeting, if in the Chair's opinion, the discussion of that matter at the Board meeting would probably be thereby enhanced;

Conduct of Board Meetings

- g) act as the chair of each Board meeting;
- h) conduct the business of each Board meeting in a manner which will normally result in all matters on the meeting's agenda being dealt with effectively;
- i) propose the termination of discussion on any matter at a Board meeting when he/she is of the opinion that the matter has been thoroughly canvassed and that no new points of view or information are being presented (with the understanding that the Chair's discretion in such cases will be exercised so as to err on the side of allowing excessive discussion rather than insufficient discussion);
- j) attempt to achieve a consensus of Directors on any matter discussed at a Board meeting in respect of which (i) the Board's decision, views or advice has been requested or is required, and (ii) Directors express conflicting positions, views or advice;
- k) ensure that all Directors who wish to address a matter at a Board meeting are afforded a reasonable opportunity to do so;
- l) in any case where a Director (the "conflicted Director") has an interest or potential conflict in or in respect of a matter to be discussed at a Board meeting, attempt to arrange for the conflicted Director to excuse himself/herself from all or a portion of the Board discussion of that matter if

the Chair is of the opinion that the Board discussion of that matter would probably be enhanced by the absence of the conflicted Director;

Board Culture

- m) use reasonable efforts to promote and support a Board culture characterized by
 - i. the Board's acceptance of its accountability for the performance of the Corporation;
 - ii. the acceptance by each Director of his/her responsibility to use his/her best efforts in carrying out his/her duties as a Director;
 - iii. the Board's insistence on the highest level of integrity and honesty in the actions of the Board and management;
 - iv. respect and trust amongst Directors;
 - v. the open and timely sharing of all relevant information amongst all Directors;
 - vi. acceptance by all Directors of the right of every Director to hold and express dissenting opinions;
 - vii. a genuine commitment by Directors to good governance practices; and
 - viii. a willingness on the part of Directors to function in a collaborative manner;

Board Composition, Education and Compensation

- n) in co-operation with the Governance Committee of the Board,
 - i. assist in the identification of appropriate Board candidates to be nominated for election by the shareholders of the Corporation;
 - ii. communicate on behalf of the Board with all proposed nominees for election by the shareholders of the Corporation;
 - iii. arrange for management of the Corporation to provide new Directors with a comprehensive orientation and education program with respect to the Corporation and its businesses;
 - iv. design and implement processes for evaluating the performances of the Board and individual Directors;
 - v. use reasonable efforts to cause the Board to be made aware on a timely basis of changes in the law and/or best practice respecting the duties of the Board and Directors; and
 - vi. provide the Board with information and recommendations regarding the amount and nature of Directors' compensation;

Board Committee Matters

- o) assist the Governance Committee in developing recommendations to the Board with respect to the composition and chairs of the committees of the Board;
- p) assist the Governance Committee and the other committees of the Board in regularly reviewing the mandates of all committees of the Board with a view

to recommending to the Board appropriate amendments to the committees' mandates;

- q) assist the Governance Committee in regularly reviewing the mandate of the Board with a view to recommending to the Board appropriate amendments to the Board's mandate;
- r) attend all meetings of all committees of the Board as an observer for the purpose of assisting the committees to meet their obligations under their mandates;

Miscellaneous Matters

- s) assist the Board, each committee of the Board and management in understanding and respecting the boundaries between the responsibilities of the Board and Board committees and the responsibilities of management;
- t) at the request of any Director, meet or be available for discussion with that Director between meetings of the Board;
- u) following each meeting of the Board, settle with the secretary of the meeting draft minutes of the meeting for approval by the Directors;
- v) advise management of each decision made by the Board which requires implementation by management and monitor management's implementation of that decision;
- w) act as chair at all meetings of shareholders of the Corporation;
- x) oversee the corporate secretarial activities of the person who from time to time performs the function of the Corporate Secretary of the Corporation;
- y) where the Chair deems it appropriate to do so, authorize any Director to retain legal counsel or other person(s) possessed of relevant expertise to advise the Director in connection with the Director's discharge of his/her duties as a Director of the Corporation; and
- z) perform such other functions as the Board may reasonably specify from time to time.