

**CANADIAN WESTERN BANK**  
**MANDATE OF THE CHAIR OF THE BOARD**

The Chair of the Board shall:

**1.0 Board Affairs**

- 1.1 act as Chair of meetings of the Board of Directors;
- 1.2 manage the affairs of the Board, including ensuring the Board functions effectively and meets its obligations and responsibilities;
- 1.3 facilitate the functioning of the Board independently of management and maintain and enhance the quality of the Board's governance and that of the Bank;
- 1.4 conduct in camera sessions of the Board at each Board meeting and call and conduct additional in camera sessions as required and/or requested and report the results of such meetings to the Chief Executive Officer as appropriate;
- 1.5 in conjunction with the Executive Assistant to the President, ensure the Board receives adequate and timely information and notice of meetings;
- 1.6 ensure that sufficient time is allotted during Board meetings for effective discussion of agenda items and key issues and concerns; and
- 1.7 in conjunction with the Chief Executive Officer, facilitate the effective and transparent interaction of Board and director effectiveness and other matters.

**2.0 Board Independence and Governance**

- 2.1 be knowledgeable of corporate governance practices, stay abreast of developments in corporate governance practices of other comparable companies and lead the consideration and/or adoption of 'best practices' where appropriate to maintain a leadership level of governance practices at the Bank;
- 2.2 in conjunction with the Chief Executive Officer, facilitate the effective and transparent interaction of Board and committee effectiveness and other matters;
- 2.3 meet proactively with each Board member to provide feedback regarding their performance and to seek their feedback on management performance, Board and committee effectiveness and other matters; and
- 2.4 in consultation with the Chair of the Governance Committee, approach candidates for Board nomination.

### **3.0 Interaction with Chief Executive Officer and Management**

- 3.1 maintain regular interaction with the Chief Executive Officer on governance and performance issues including providing feedback of other board members;
- 3.2 provide feedback to the Chief Executive Officer and act as a sounding board with respect to strategies, accountability, relationships and other issues; and
- 3.3 conduct the annual performance appraisal session of the Chief Executive Officer and communicate additional feedback as required.

### **4.0 Shareholder Matters**

- 4.1 chair the meetings of shareholders, be available for questions and participate in any other manner as required;
- 4.2 in conjunction with management, respond to shareholder concerns regarding governance issues or other Board related issues; and
- 4.3 provide leadership to the Board in execution of its responsibilities to shareholders.

### **5.0 Interaction with other Stakeholders**

- 5.1 at the request of the Board and with the concurrence of the Chief Executive Officer:
  - 5.1.1 represent the Bank with certain external groups including attending public events on behalf of the Bank;
  - 5.1.2 meet with institutional shareholders, the media, management and employees and other interested stakeholders on matters relating solely to governance; and
  - 5.1.3 meet with representatives of the Office of the Superintendent of Financial Institutions.

This mandate was last reviewed and approved by the Board on June 6, 2018.