



# CANADIAN WESTERN BANK

## Mandate of the Governance and Conduct Review Committee

Approved August 27, 2020

### 1.0 Purpose of the Committee

The purpose of the Committee is to assist the Board of Directors (the **Board**) of Canadian Western Bank (the **Bank**) fulfill its oversight responsibilities relating to:

- 1.1 the Bank's corporate governance policies and practices;
- 1.2 the Board's nomination, development, and compensation practices; and
- 1.3 CWB Financial Group's (being the Bank and each of its subsidiaries in each jurisdiction it carries on business) compliance with requirements applicable to codes of conduct and regulatory requirements under federal financial institution legislation.

### 2.0 Organization of the Committee

The Board will annually (and from time to time) appoint at least three independent directors to form the Committee. The Board will appoint one Committee member to act as the Chair of the Committee.

### 3.0 Meetings of the Committee

For the Committee to transact business, three members of the Committee must be present and a majority of directors present must be resident Canadians. The Committee will meet at least once a quarter and will schedule a sufficient number of meetings (by any means reasonable in the circumstances) to carry out its mandate. Any member of the Committee may call a meeting. The Committee will have an *in camera* session at each meeting with only independent directors present. At least quarterly, the Committee will meet with each of the General Counsel and Corporate Secretary and the Chief Compliance Risk Officer without other management present. The Chair, or in the Chair's absence, another member of the Committee, will preside at each meeting of the Committee.

### 4.0 Reporting to the Board

The Committee shall report after each meeting to the Board about its activities and make recommendations as it deems desirable in the circumstances.

### 5.0 Outside Advisors

The Committee has the authority to retain and set remuneration of, at the Bank's expense, independent advisors and consultants to support the Committee as it determines necessary to carry out its duties. The Committee may request any officer or employee of the Bank, or the Bank's internal or external auditors or legal counsel, to attend a meeting of the Committee or to meet with any advisors of, or consultants to, the Committee.

## 6.0 Duties and Responsibilities of the Committee

The Committee acts as:

- the Nominating Committee and the Board Compensation Committee for the Bank.
- the Conduct Review Committee of the Bank and each of its federally regulated financial institutions.
- the Consumer Matters committee of the Bank and each of its federally regulated financial institutions.

The Committee is responsible to, in addition to other duties the Board may assign to it:

- 6.1 approve the mandates and appointment of the Chief Compliance Risk Officer and the Chief Anti-Money Laundering Officer;
- 6.2 approve the resource plan and mandate for the Regulatory Compliance Function;
- 6.3 review the effectiveness and independence of the Regulatory Compliance Function;
- 6.4 recommend to the Board director and committee membership, education, assessment and remuneration, and the Code of Conduct;
- 6.5 approve the Corporate Governance Policy, Legal, Regulatory Compliance and Reputational Risk Policy, Self-Dealing Compliance Policy, Corporate Disclosure Policy, Share Trading Restrictions Policy, and Assessment of Responsible Persons Policy;
- 6.6 review reports from each of the General Counsel and Corporate Secretary, Chief Ethics Officer, Chief Compliance Risk Officer, and Chief Anti-Money Laundering Officer; and
- 6.7 recommend to the Board mandates for the Board, Board Chair, Committee Chairs and Committee and review other committee mandates.