

# Board Committee Chair Position Description

February, 2023

## GENERAL

Each Chair of a Committee of the Board of Directors is appointed annually by the Board, from amongst the members of the Board, upon the recommendation of the Governance and Conduct Review Committee and Board Chair. Subject to the Board's discretion, it is expected that a Committee Chair will have a term not exceeding five consecutive years. It is also expected that the Board will have reference to the Board Effectiveness Framework in considering proposed Committee Chair appointments.

The Committee Chair has unrestricted access to management and team members of ATB and has the authority to select, retain and approve fees for any independent advisor that the Committee Chair deems necessary to assist the Committee.

## PRIMARY RESPONSIBILITIES

The Committee Chair provides leadership to their Committee ensuring that the Committee fulfills its mandate effectively. The Committee Chair has the accountabilities and responsibilities required of the Committee Chair by By-law No. 1, the Terms of Reference of their Committee, the specific accountabilities and responsibilities set out below as well as any other matters that are delegated to the Committee Chair by the Board.

The Committee Chair positions are leadership development and succession opportunities for members of the Board.



### Succession Planning

The Committee Chair will participate, and provide input to the Board Chair and the Chair of the Governance and Conduct Review Committee, as required, on succession plans for their Committee.

### Committee Member Development

The Committee Chair will coordinate orientation and continuing professional director development opportunities relating to their Committee.

### Representation

The Committee Chair will represent their Committee with regulators and other stakeholders, as required.

### Advisory Matters

The Committee Chair may meet with the applicable management representative to provide feedback and advice on behalf of their Committee with respect to concerns, comments, or strategic guidance of the Committee.

### Committee Meetings

The Committee Chair will work with the Chair of the Board, the Committee Executive Lead, and the Corporate Secretary to establish the frequency of Committee meetings and set the agendas for such meetings.

### Committee Workplan

The Committee Chair will coordinate compliance to the Committee's Terms of Reference and work with management to develop the Committee's annual workplan.

### Terms of Reference

The Committee Chair will lead their Committee in annually reviewing and assessing the adequacy of its Terms of Reference and evaluating its effectiveness in fulfilling its Terms of Reference.

## **GOVERNANCE**

### Review Cycle

This Position Description will be reviewed by the Governance and Conduct Review Committee at least once every three years.



<b>Description of Action</b>	<b>Date</b>	<b>Owner</b>
Recommended by Chief Legal and Sustainability Officer & Corporate Secretary	February 2023	Chief Legal and Sustainability Officer & Corporate Secretary
Approved by Governance and Conduct Review Committee	February 2023	

"Diane Pettie"\_\_\_\_\_

Diane Pettie

Chair of the Governance and Conduct Review Committee