



Mandate of a Committee Chair

CANADIAN WESTERN BANK

Approved May 28, 2019





1.0 Committee Affairs

The Chair of each Committee of the Board of Directors shall:

- 1.1 act as Chair of meetings of the Committee;
- 1.2 manage the affairs of the Committee, including ensuring the Committee functions effectively and meets its obligations and responsibilities;
- 1.3 facilitate the functioning of the Committee independently of management;
- 1.4 provide the Committee's report to the Board of Directors;
- 1.5 meet proactively with all Committee members and seek their feedback on Committee matters;
- 1.6 maintain regular interaction with management to ensure the Committee has the appropriate information and access to resources to fulfil its obligations and responsibilities;
- 1.7 ensure the Committee receives adequate and timely information and notice of meetings; and
- 1.8 act as a contact for, and meet with, representatives of the Office of the Superintendent of Financial Institutions if required.

2.0 Audit Committee

The Chair of the Audit Committee shall:

- 2.1 act as a contact for employees who wish to raise concerns or questions regarding questionable audit or accounting matters;
- 2.2 act as a contact for the external auditors;
- 2.3 maintain a process for direct interaction with the Chief Internal Auditor on issues concerning internal controls or responsibilities/reporting under the Internal Audit Scope approved by the Committee;
- 2.4 provide feedback to the Chief Financial Officer and act as a sounding board relating to accounting issues, financial statement presentation and matters of corporate governance relating to the Committee;
- 2.5 approve on behalf of the Committee the hiring of external audit firm personnel; and
- 2.6 pre-approve any services performed by the shareholders' auditors that were not previously approved by the Committee.

3.0 Governance and Conduct Review Committee

The Chair of the Governance and Conduct Review Committee shall:

- 3.1 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;



- 3.2 provide feedback to the General Counsel and Corporate Secretary and act as a sounding board relating to issues related to the self-dealing provisions under the *Bank Act*, the complaint handling process and ethical issues, including the codes of conduct; and
- 3.3 if requested by the Committee, approach candidates for Board nomination.

4.0 Human Resources Committee

The Chair of the Human Resources Committee shall:

- 4.1 provide feedback to the Executive Vice President, Human Resources and Corporate Communications and act as a sounding board relating to issues related to executive compensation and succession planning.

5.0 Risk Committee

The Chair of the Risk Committee shall:

- 5.1 provide feedback to the Chief Risk Officer and act as a sounding board relating to issues related to risk management and risk appetite.