



Mandate of the Chair of the Board of Directors

CANADIAN WESTERN BANK

Approved May 28, 2019





The Chair of the Board shall:

1.0 Board Affairs

- 1.1 act as Chair of meetings of the Board;
- 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 independent directors of the Board at each Board meeting and call and conduct additional *in camera* sessions as required;
- 1.5 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 facilitate the effective and transparent interaction of Board members.

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 facilitate the effective and transparent interaction of Board and committee members;
- 2.3 meet proactively with each Board member to provide feedback on their performance and to seek their feedback on management performance, Board and committee effectiveness and other matters; and
- 2.4 upon recommendation by the Chair of the Governance and Conduct Review 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 regarding 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.