

**ALBERTA TREASURY BRANCHES  
TERMS OF REFERENCE  
STRATEGIC PLANNING COMMITTEE**

**1. Purpose**

The purpose of the Strategic Planning Committee (the “**Committee**”) is to:

- a) Create a planning process that is strategic in nature and enables the Board of Directors of ATB (the “**Board**”) to participate and guide management in the long-term direction of Alberta Treasury Branches (“**ATB**”);
- b) Ensure the Shareholder is fully advised and supports any business plan recommendations by ATB; and
- c) Act as a steering committee with the President and Chief Executive Officer (the “**CEO**”) for contribution and participation into the annual planning retreat.

**2. Membership**

a) Composition

The Committee shall consist of not less than three Directors of the Board, one of who shall serve as the Committee Chair (the “**Chair**”). The members of the Committee and the Chair shall be appointed by the Board.

**3. Organization**

a) Procedure

Unless otherwise determined by the Board or provided in ATB By-law No.1, the Committee shall determine and regulate its procedures in all respects. The duties of the Chair, the Secretary of the Committee and any requirements with respect to calling of meetings, attendance at meetings, and voting shall be as set out in By-law No.1, except as hereinafter provided.

b) Support

The Committee will be supported by the CEO.

c) Secretary

The Secretary is the Corporate Secretary to the Board, or his or her designate.

d) Meeting Materials and Minutes

Minutes of meetings of the Committee shall be recorded by the Secretary and subsequently presented to the Committee for approval. All members of the Board may access any materials available to the Committee, on request to the Secretary.

e) Quorum

The participation of one half of the members of the Committee shall constitute a quorum.

f) Reporting

The Committee shall report at each Board meeting on its proceedings in the intervening period, including decisions made within its authority and recommendations made to the Board. Minutes of the Committee (draft to

- enable timeliness) shall be provided to the Board for information.
- g) Delegation  
The Committee may delegate to its Chair or the CEO, any responsibilities of the Committee itself. This delegation will include a reporting accountability back to the Committee.
  - h) Meetings
    - i. The Committee shall meet at least once per quarter or more frequently as circumstances may dictate and any quarterly meetings will be scheduled in advance for each fiscal year. The CEO is entitled to attend and be heard at all meetings of the Committee. Each quarterly meeting shall include an in-camera session with members of ATB management and others present only by invitation.
    - ii. Other meetings of the Committee are at the call of the Chair as notified by the Secretary. If the Chair is unwilling to call a meeting, a meeting may be called by a member of the Committee or a Director of the Board, by notifying the Chair and the Secretary with the reason for calling a meeting.
  - i) Access to Management and Outside Advisors  
The Committee, through the Chair of the Committee, shall have unrestricted access to management of ATB, which will be coordinated through the CEO or Secretary. The Committee, with the consent of the Chair of the Board shall have the authority to retain external advisors to assist in fulfilling its responsibilities.

#### **4. Roles and Responsibilities**

The Committee shall have the responsibilities set out below as well as any other matters as may be delegated to the Committee by the Board from time to time:

- a) Business Plan Oversight
  - i. Monitor development of the corporate business plan;
  - ii. Review any reports or advice provided by management or third parties related to any aspect of a vision for or development of a strategic plan or its implementation;
  - iii. Keep the Board informed of the status and make recommendations to the Board for approval from time to time, regarding the approach or resources needed to properly evaluate the business plan presented by management and any proposed amendments or modifications thereto; and
  - iv. Assist in keeping the Shareholder apprised and ensuring support for any initiative proposed by ATB in their business plan.
- b) Annual Strategic Planning Session
  - i. Contribute to the planning process for the annual strategic planning retreat;
  - ii. Evaluate and assist in securing speakers (if any) for the retreat; and
  - iii. Make appropriate recommendations to the Board for implementing an

effective planning process that is strategic in nature and facilitates director participation.

- c) Dialogue with the Shareholder  
Assist, where appropriate, in keeping the Shareholder apprised and supportive of proposed ATB initiatives of ATB.
5. The Committee and each member shall comply with such additional requirements as are specified in the Act and regulations and in the by-laws and resolutions of the Board in effect from time to time.

Approved by the Board of Directors of Alberta Treasury Branches as of November 26, 2008.

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Robert Splane  
Chairman