

ATB Financial[®]

ALBERTA TREASURY BRANCHES BOARD CHARTER

The *Alberta Treasury Branches Act* and its regulations set out the key legal responsibilities of the Board of Directors of Alberta Treasury Branches ("ATB Financial"). The articles of incorporation and bylaws of ATB Financial, set out other operating requirements and the processes by which the Board of Directors operates. The Terms of Reference of the Board of Directors and its committees set out the collective duties and responsibilities of the Board of Directors.

Within this context, this Board Charter sets out the responsibilities and expected behaviors for a director and serves as a guideline for individual director performance.

1. Attendance

A Board member shall properly prepare for all scheduled meetings. Each Director should understand the time requirements to adequately fulfill their responsibilities as a director. The Board will generally meet not less than five (5) times per year. In addition, each director can expect to attend six (6) committee meeting per year. Other time commitments are on an as requested basis.

2. Communication/Confidentiality

There is an ongoing need for communication between the Board and its stakeholders. Each Director is expected to comply with the communication policy approved by the Board of Directors and to maintain the confidentiality of all Board deliberations and all customer related information.

3. Representation/Unanimity

Even if a Director may, based on their specific background, be in a better position to represent the interests of a specific group or constituency, that Director is still expected to have the best interests of the corporation foremost in his or her decision-making. Once a decision is reached, the Board of Directors speaks with one voice, subject only to legal exceptions regarding declaration of conflicts of interest and abstentions.

4. Governance Role

A Directors' role is to provide leadership, policy governance and insight, with an emphasis on vision and to prescribe the results expected and the measures of such results.

A Director approaches governance by emphasizing strategy, stewardship, oversight and measurement of results versus administrative detail. A Director must attempt to view the future rather than focus only on the past or the present.

5. Individual Director Responsibility

The responsibilities of each Director include:

- (a) **Leadership**--understanding the difference between governing and managing the corporate enterprise and after clarifying the extent of management's responsibilities, avoiding intrusion in management's responsibilities;
- (b) **Contribution**—contributing to the definition and accomplishment of the Board's objectives and the achievement of ATB Financial's short and long term objectives;
- (c) **Stewardship**--ensuring and safeguarding the resources of ATB Financial;

- (d) **Internal Communication**--as appropriate, communicating privately and constructively with the Chair and/or the Chief Executive Officer between meetings;
- (e) **Participation**—participating actively in Board meetings and expressing his or her views frankly and fully;
- (f) **Relationships**--maintaining good interpersonal relationships with other Directors and independence from management, with sensitivity to the complex relationships that exist within the Board, the Directors, management and the Shareholder;
- (g) **Knowledge**--understanding their legal and fiduciary responsibilities, ATB Financial's business, the risks and challenges involved in achieving its corporate strategies, and the corporation's organizational structure and its culture;
- (h) **Oversight and Management**—developing appropriate performance management measures and evaluating progress in executing the annual business plan and strategic plan;
- (i) **Competence**--applying their special skills, expertise, knowledge and external contracts to provide a unique contribution to the Board's overall performance;
- (j) **Informed Decision Making**--ensuring sufficient and appropriate information is obtained and understood so that as a Director, they are satisfied with the way ATB Financial is managed and that all decisions made are informed and appropriate;
- (k) **Risk Mitigation**--knowing enough about ATB Financial's business, operating environment and external factors to ensure ATB Financial operates in a way which both mitigates risks and maximizes opportunity;
- (l) **Integrity and Ethics**--demonstrating high standard of personal values and ethics and contributing to the achievement of a high standard of corporate ethics for ATB Financial and its employees;