

ATB Financial

Board Member position description

The ATB Financial Act and its regulations set out the key legal responsibilities of the Board of Directors of ATB Financial. The 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 position description 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 at least eight (8) committee meetings 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 and vendor 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 operational detail.

5. Individual Director Responsibilities and Attributes

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 candidly 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 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 a 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; and

(m) Attributes--in addition to the responsibilities outlined above, there are certain desired behaviours and attributes that directors are expected to strive to exhibit, including:

- growth mindset and being open to other opinions;
- a willingness and ability to engage in constructive challenge;
- an ability to manage conflict and work with others;
- a natural inquisitiveness and curiosity; and
- an ability to act independently

Review Cycle

This position description shall be reviewed by the Governance and Conduct Review Committee at least once every three years.

Description of Action	Date	Owner
Recommended by General Counsel, SVP Corporate Operations & Corporate Secretary	August, 2019	General Counsel, SVP Corporate Operations & Corporate Secretary

Approved by Governance and Conduct Review Committee	August, 2019	
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" Diane Pettie "

Diane Pettie

Chair of the Governance and Conduct Review Committee