



# ATB Financial Board Member Position Description

## August, 2023

The ATB Financial Act and its regulations set out the key legal responsibilities of the Board of Directors of ATB Financial (Board) and its members. 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 obligations and responsibilities of the Board of Directors. Directors are independent and not employed by ATB Financial or the Government of Alberta.

### 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 and will be based upon the value that each Director can add to ATB Financial.

### 2. Communication/Confidentiality

There is an ongoing need for communication between the Board and its stakeholders. Each Director is expected to comply with the disclosure policy approved by the Board of Directors and to maintain the confidentiality of all Board deliberations and all client and third party 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 ATB foremost in their decision-making. Once a decision is reached, the Board 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 strategic leadership, policy governance, share experiences and insights, 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, Competencies and Attributes

The responsibilities of each Director include:

- A. Strategic Thinking - demonstrating high level strategic thinking about the opportunities and risks, and engaging in short, medium and long-term planning to provide strategic guidance; 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. Leadership and Acumen - ability to inspire and motivate through their leadership and direction and demonstrating understanding of the importance of teamwork to the success of the Board and to ATB;
- C. Contribution - contributing to the definition and accomplishment of the Board's objectives and the achievement of ATB's short and long term objectives;
- D. Stewardship - ensuring and safeguarding the resources of ATB;
- E. Internal Communication - as appropriate, communicating privately and constructively with the Chair and/or the Chief Executive Officer between meetings;
- F. Participation - actively participating in Board engagements and expressing their views candidly and fully at Board Meetings;



- G. 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;
- H. Knowledge--understanding their legal and fiduciary responsibilities, ATB's business, the risks and challenges involved in achieving its corporate strategies, and purpose, organizational structure and culture;
- I. Competence-- continually developing and applying their special skills, expertise, experiences, and knowledge to provide a unique contribution to the Board's overall performance and to their personal growth as a Director;
- J. Oversight and Management—working with the Board and management to develop appropriate performance measures to evaluate progress in executing the annual business plan and strategic plan;
- K. Informed Decision Making--ensuring sufficient and appropriate information is obtained and understood so that as a Director, they are satisfied with the way ATB is managed and that all decisions made are informed and appropriate;
- L. Critical Thinking/Risk Management - knowing enough about ATB's business, operating environment and external factors to ensure ATB operates in a way that both mitigates risks and maximizes opportunity; applies critical thinking, creativity with a strong understanding and ability to identify key risks in a wide range of areas to generate novel or innovative solutions to the challenges and risks facing the organization.
- M. 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



N. 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 with a natural inquisitiveness and curiosity
- being open to other opinions and encouraging an inclusive culture;
- a willingness and ability to engage in constructive challenge;
- an ability to manage conflict and work with others; and
- an ability to act and think independently and demonstrate independence

## 6. Value Contribution

Each Director will provide additional value to ATB beyond the fiduciary obligations they have to ATB. This value may be provided in varying ways depending on the Director, but may include attendance at ATB internal events and activities, attendance at external events (whether formally representing ATB or through association), association through their personal and business connections and through their personal and business brands.

## 7. 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 Chief Legal and Sustainability Officer & Corporate Secretary	August, 2023	Chief Legal and Sustainability Officer & Corporate Secretary
Approved by Governance and Conduct Review Committee	August, 2023	

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"Rob Logan"

Rob Logan  
Chair of the Governance and Conduct Review Committee