

Chair of the Board

Position Description

August, 2019

GENERAL

The Chair of the Board (**Chair**) is appointed by Order in Council by the Lieutenant Governor in Council, on the recommendation of the Board of Directors (Board), pursuant to the *ATB Financial Act (ATB Act)*, and as expressed in the ATB Mandate and Roles Document.

The positions of the Chair and the Chief Executive Officer (**CEO**) are separate. The Chair is an independent Director and not employed by either ATB Financial (**ATB**), or the Government of Alberta.

The Chair has unrestricted access to management and team members of ATB and has the authority to select, retain and approve fees of any independent advisor that the Chair deems necessary.

PRIMARY RESPONSIBILITIES

With direction from the Board, the Chair represents the Board and its interests, as well as the interests of ATB, in dealing with the President of Treasury Board and Minister of Finance (**Minister**), the Treasury Board and Finance Department, the CEO, stakeholders and the community. The Chair provides leadership to the Board, facilitates the work and development of the Board, and sets the “tone at the top” for management of the Board and overall corporate governance.

The Chair provides leadership to the Board ensuring that it:

1. Has an appropriate planning process to set the strategic direction and goals of ATB, identifies and assesses the major risks to ATB and establishes the means to mitigate those risks;
2. Oversees an appropriate management team in place to manage the ongoing affairs of ATB;
3. Has effective and open communication between its members and

- committees;
4. Is aware of and fulfills its responsibilities;
 5. Exercises independent judgment in its business dealings;
 6. Has committees in place with proper governance procedures to manage Board responsibilities;
 7. Meets regularly and conducts regular *in camera* sessions;
 8. Has processes to monitor the conduct and ethics behaviour of the Board and team members;
 9. Has adequate resources and access to management and outside advisors to assist in fulfilling its responsibilities; and
 10. Is evaluated with respect to individual Board members and the Board's effectiveness as a whole.

The specific responsibilities of the Chair include:

Leadership

Provides guidance to individual Board members in discharging their duties and ensuring that the Board, and its committees, have opportunities to meet independent of management.

Provides guidance and seeks to develop leadership competencies of individual board members.

CEO Relationship

Ongoing communication with ATB senior management primarily through the CEO and the Corporate Secretary. The Chair monitors and provides coaching and advice to the CEO.

In consultation with the CEO, the Chair ensures an effective relationship between management and Board members.

Minister/Shareholder Relationship

Regular communication with the Minister ensuring that:

- a. concerns regarding emergent issues or events are addressed and

- responded to appropriately and in a timely manner;
- b. the Minister is provided updates on ATB's operations;
- c. the Minister is advised of significant new strategic directions or major initiatives, or amendments to legislation, regulations or guidelines which may have a material impact on the operations of ATB; and
- d. the Minister is engaged in the appointment and re-appointment process for Board members and the CEO.

Stakeholder Relationships

High level communications with the Board's stakeholders including the applicable Cabinet Committee and regulators as required and on an ongoing basis.

Chair Meetings

Acting as Chair of all Board meetings and any special Board meetings of ATB.

Process Management

Planning, managing and calling Board meetings, establishing Board meeting agendas, reviewing Board meeting minutes, organizing an appropriate annual Board work plan, ensuring regularly scheduled meetings of the Board occur and generally being responsible for the management of the business and affairs of the Board.

Committees

Oversees the assignment of Board members to Board committees taking into account knowledge, skills and experience of Board members, and providing an orderly rotation of members to avoid members becoming "stale" in their roles. May attend, as a non-voting participant in his or her capacity as Board Chair, all meetings of Board committees other than those on which he or she otherwise sits (in which case, attends as a voting member). Normally attends Audit Committee meetings to assist the committee on matters relating to risk, control and governance issues.

Board Orientation

Participates in the orientation of new Board members and the ongoing professional development of current Board members.

Performance Assessment

Directs the Board evaluation process.

General Public Relationship

Speaks for, and represents the Board, in relation to communications with the public, unless he or she delegates such duty to another Board member, the CEO or another member of the Executive team.

GOVERNANCE**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 the 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	

“ Diane Pettie ”

Diane Pettie

Chair of the Governance and Conduct Review Committee