

# Chair of the Board Position Description

August, 2023

## 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 managing the relationship with the President of Treasury Board and Minister of Finance (Minister), the CEO, key 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 and enhancement of the Board, the Board's culture, and overall corporate governance, ensuring that the Board functions effectively and fulfills its obligations and responsibilities.

The specific responsibilities of the Chair include:



## Leadership

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 and opportunities to ATB and establishes the means to mitigate those risks and capitalize on the opportunities;
2. Has appropriate knowledge of the expectations of the shareholder and key stakeholders;
3. Oversees an appropriate management team in place to manage the ongoing affairs of ATB;
4. Has effective and transparent communication between its members and committees;
5. Is aware of and fulfills its obligations, responsibilities and duties;
6. Exercises independent judgment in its business dealings;
7. Has committees in place with proper governance procedures to manage Board responsibilities;
8. Meets regularly and conducts regular *in camera* sessions;
9. Has processes to monitor the conduct and ethics behaviour of the Board and team members;
10. Has adequate resources and access to management and outside advisors to assist in fulfilling its responsibilities; and
11. Is evaluated with respect to individual Board members and the Board's effectiveness as a whole and provides guidance, constructive feedback 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 there is effective and transparent interaction of Board members and management.

In consultation with the CEO, the Chair seeks and provides feedback on management performance, Board and committee effectiveness and other matters.



## 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 plans and strategy;
- 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.

## Meetings and Process Management

Chairing all regular Board meetings and any special Board meetings of ATB.

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 they otherwise sits (in which case, attends as a voting member).

## Board Orientation

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

## Performance Assessment

In conjunction with the Corporate Secretary, directs the Board effectiveness



evaluation process, including peer and self assessments as required.

Monitors performance of Directors and individual value contribution to ATB Financial. Provides feedback, guidance and development opportunities for the Board members, based off of the Board and Peer effectiveness assessments, and seeks their feedback on management performance, Board and committee effectiveness and other matters.

### 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.

Attends public events on behalf of the Board.

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

“Rob Logan” \_\_\_\_\_

Rob Logan

Chair of the Governance and Conduct Review Committee