

Vice-Chair of the Board

Position Description

August, 2019

GENERAL

The Vice-Chair of the Board (**Vice-Chair**) is appointed by the Board, from amongst the members of the Board, upon the recommendation of the Governance and Conduct Review Committee.

The Vice-Chair is an independent Director and not employed by ATB Financial (**ATB**) or the Government of Alberta.

PRIMARY RESPONSIBILITIES

The Vice-Chair has the accountabilities and responsibilities required of the Vice-Chair by By-law No. 1, including acting as chair of Board meetings and special meetings of ATB in the absence of the Chair at that meeting. In the event that the Chair is unable to carry out his or her normal duties or there is no incumbent in the role of Chair, the Vice-Chair will take on the role of Chair until either the Chair resumes his or her duties (if applicable) or a new Chair is appointed.

The position of Vice-Chair is a leadership development and succession opportunity. In that regard, the Chair may delegate to, or share responsibilities with, the Vice-Chair.

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	August, 2019	General Counsel, SVP Corporate Operations & Corporate Secretary

Operations & Corporate Secretary		
Approved by Governance and Conduct Review Committee	August, 2019	

" Diane Pettie "

Diane Pettie

Chair of the Governance and Conduct Review Committee