

Board Committee Chair

Position Description

August, 2019

GENERAL

Each Chair of a Committee of the Board of Directors is appointed annually by the Board, from amongst the members of the Board, upon the recommendation of the Governance and Conduct Review Committee. Subject to the Board's discretion, it is expected that a Committee Chair will have a term not exceeding five consecutive years. It is also expected that the Board will have reference to the Board Succession Plan Framework in considering proposed Committee Chair appointments.

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

PRIMARY RESPONSIBILITIES

The Committee Chair provides leadership to the Committee for which he or she is appointed Chair ensuring that the Committee fulfils its mandate effectively. The Chair has the accountabilities and responsibilities required of the Chair by By-law No. 1, the Terms of Reference of the Committee for which he or she is appointed, the specific accountabilities and responsibilities set out below as well as any other matters that are delegated to the Chair by the Board.

The Committee Chair positions are leadership development and succession opportunities for members of the Board, as set out in the Board Succession Plan Framework.

Succession Planning

The Chair will participate, and provide input to the Chair of the Board and the Chair of the Governance and Conduct Review Committee, as required, on

succession plans in respect of the Chair of the Committee for which he or she is appointed as Chair and on the composition of that Committee.

Committee Member Development

The Chair will co-ordinate orientation and continuing professional director development opportunities relating to the Committee for which he or she is appointed as Chair.

Representation

The Chair will represent the Committee for which he or she is appointed as Chair at meetings with regulators and other stakeholders, as required.

Advisory Matters

Each Chair may meet with the applicable management representative to provide feedback and advice on behalf of the Committee for which he or she is appointed as Chair with respect to concerns or comments of the Committee.

Committee Meetings

The Chair will work with the Chair of the Board and the Corporate Secretary to establish the frequency of Committee meetings for which he or she is appointed as Chair and set the agendas for such meetings.

Committee Workplan

The Chair will coordinate compliance by the Committee for which he or she is appointed as Chair with the Committee's Terms of Reference and work with management to develop the Committee's annual work plan.

Terms of Reference

The Chair will lead the Committee for which he or she is appointed as Chair in annually reviewing and assessing the adequacy of its Terms of Reference and evaluating its effectiveness in fulfilling its Terms of Reference.

GOVERNANCE

Review Cycle

This Position Description will 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	

“ Diane Pettie ”

Diane Pettie

Chair of the Governance and Conduct Review Committee