

# Committee Chair Position Profile

## Table of Contents

<b>1</b>	<b>Introduction .....</b>	<b>2</b>
1.1	Intent .....	2
1.2	Review cycle .....	2
<b>2</b>	<b>Position Profile.....</b>	<b>2</b>
2.1	How Committee Chairs are determined .....	2
2.2	Role and responsibilities .....	2

# 1 Introduction

## 1.1 Intent

This document outlines the appointment, role, and responsibilities of the Chair of a Tru Cooperative Bank (“Tru” of the “Cooperative Bank”) Board of Directors’ (the “Board”) Committee (each a “Committee”).

## 1.2 Review cycle

This document will be reviewed at least every two years by the Governance Committee.

# 2 Position Profile

## 2.1 How Committee Chairs are determined

The Chair of each Committee must be an independent Director, as defined in the Director Independence Policy, and may not be an employee or executive of the Cooperative Bank.

The following table summarizes how the Chair of each Committee is determined, as outlined in each Committee’s Mandate:

<b>Committee</b>	<b>Chair determined by</b>
Audit	Committee member election
Risk	Board election
Governance	Committee member election
Human Resources	Board appointment
Government Relations and Partnership	Committee member election

## 2.2 Role and responsibilities

### 2.2.1 Role

A Committee Chair’s principal role is to provide leadership for their respective Committee.

### 2.2.2 Key responsibilities include:

- Ensuring Committee meetings are constructive, focused, and effective
- Ensuring deliberations are strategic, focus on priority issues within the Committee’s Mandate and are conducted openly and respectfully
- Monitoring the engagement and contribution of Committee members and, where necessary, working with them to address any issues

- Acting as a liaison between the Committee and the Board
- Working with the Corporate Secretary (or their designate) and management to prepare Committee meeting agendas that cover strategic priorities and emerging risks/issues
- Acting as the Committee's spokesperson as necessary
- Soliciting and acting on feedback related to personal performance as Chair and the Committee's performance and effectiveness in fulfilling its mandate
- Identifying the need for external resources to assist the Committee and working with the Board Chair to secure those resources