

Vice Chair Position Profile

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1 Introduction

1.1 Intent

This document outlines the appointment, role, and responsibilities of the Vice-Chair of Tru Cooperative Bank's ("Tru" or the "Cooperative Bank") Board of Directors (the "Board").

1.2 Review cycle

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

2 Position profile

2.1 Appointment

The Vice-Chair is elected annually to the Board in accordance with the Cooperative Bank's Bylaws. As per Tru's rules, the Vice-Chair is elected annually by the Board at the first Board meeting following the Annual General Meeting.

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

2.2 Role

The Vice-Chair supports the Board Chair in carrying out their duties. The Vice-Chair assumes the responsibilities of the Board Chair in the temporary absence or incapacity of the Board Chair.

2.3 Accountability

The Vice-Chair is accountable to the Board.

2.4 Responsibilities

The Vice-Chair specific responsibilities include:

- Serving as a member of the Government Relations and Partnership Committee.
- Providing advice and support to the Board Chair in fulfilling Board leadership duties.
- Proactively engaging with other credit unions across Canada to identify opportunities to extend the Tru multi-brand model or collaborate on mutually beneficial business opportunities.
- Assuming the duties of the Board Chair in their absence, incapacity or as otherwise required.

2.4.1 Communication

- Asking probing questions and raising tough questions in a manner that encourages open discussion.
- Challenging management constructively to ensure decisions are well-considered and aligned with organizational objectives.
- Appropriately disclosing conflicts of interest.
- Being innovative and/or resourceful in finding or developing solutions.
- Providing constructive feedback to Board colleagues confidently and receiving feedback all in the spirit of supporting greater learning and contribution to the Board.

2.4.2 Inclusivity

- Valuing diverse perspectives, analyzing issues from multiple perspectives and considering the effect of decisions on Tru's internal and external environments (e.g., employees, members, communities, and other interested parties).
- Expressing contrary points of view.

2.4.3 Member and community centric

Gaining knowledge of and understanding the needs of those served by Tru, which include but are not limited to members, communities, community organizations, employees, and partners.

2.4.4 Relationship building

- Acting as a team player and promoting collaborative relationships with all Board colleagues.
- Independence of mind.
- Speaking and acting independently, and expressing opinions in a clear, organized, and relevant manner.
- Exercising good judgement and confidentiality.