

Non-Executive Chairman of the Board of Directors
Lead Director of the Board of Directors

Accountability Statements

Chairman:

- Chair of the Board of Directors.
- Executive Committee Member.
- Official or ex-officio member (as rules dictate) of Corporate Governance and Nominating Committee, Personnel & Compensation Committee, Audit Committee, Trust Audit Committee and the Corporate Development Committee.
- Business Development.
- Community Relations/Representation.
- Advise and counsel CEO, primarily, and Executive Management.
- Take an active role communicating with shareholders on board level matters.

Lead Director:

The Lead Director is an Independent Director.

- Provide input to the CEO and Chair on preparation of agendas for Board and Committee meetings.
- Ensure that independent directors have adequate opportunities to meet to discuss issues without management present and provide feedback to management.
- Chair Board meetings when the Chairman is not in attendance.
- Exercise authority to call meetings of the independent directors.
- Be available, as requested, for consultation and direct communication with major shareholders.

Chairman and Lead Director (joint responsibility):

- Ensure the Board works as a cohesive team.
- Ensure the Board has adequate resources, especially by way of full, timely and relevant information to support its decision-making.
- Ensure a process is in place to monitor legislation and best practices which relate to the responsibilities of the Board.
- Ensure that new Directors receive adequate orientation about their roles and responsibilities, the Company's organization, business and the industry.
- Meet with Board members to determine their continued commitment to the Board and interest in continuing to serve on the Board.

- Ensure the Board members receive continuing education both from within the Company and from outside sources.
- Encourage Board members to refer new business opportunities to the Bank.
- Help resolve any conflicts.
- Review Board minutes for accuracy.
- Conduct or oversee Board self-evaluations.
- Regularly assess the effectiveness of the Board and its committees.
- Ensure delegated committee functions are carried out and reported to the Board, e.g. CEO performance assessment, CEO and Board succession planning and strategic planning.
- Ensure some rotation on Committee assignments, especially Chairs.
- Ensure that appropriate Committee members have input to the proxy statement relating to their committees.