
Mandate of the Chair of the Board of Directors

GENERAL

The Chair of the Board of EQB Inc. and Equitable Bank (the “Bank”)(collectively “EQB”) is responsible for leading the Board in the execution of its responsibilities effectively, efficiently and independently of Management.

The Chair of the Board acts in an advisory capacity to the President and Chief Executive Officer in all matters concerning the interests of the Board and relationships between Management and the Board.

The Chair has the authority to retain at the Bank’s expense, independent legal counsel, consultants or other advisors with respect to any issue, or to assist him or her in fulfilling his or her responsibilities.

APPOINTMENT AND QUALIFICATIONS

The Chair of the Board shall be independent of EQB within the meaning of applicable laws, rules and regulations and as determined pursuant to the director independence standards approved by the Board.

The Chair of the Board is appointed by the independent members of the Board after each annual meeting of shareholders and shall serve until he or she resigns, become disqualified or is removed from the Board. Subject to the term limits under the Bank’s Corporate Governance Guidelines, the Chair of the Board may serve six to seven years after initial appointment or as otherwise recommended by the Governance and Nominating Committee and approved by the Board.

The Chair of the Board upholds and promotes the highest standards of integrity and probity.

ACCOUNTABILITIES AND RESPONSIBILITIES

The Chair of the Board shall:

Board Management

1. Chair meetings of the Board of Directors.
2. Facilitate a candid and full discussion of all key matters that come before the Board.
3. Create an inclusive boardroom environment that harnesses the benefits of a diverse board, encourages the views of all directors, facilitates open communication among Directors, collaboration and constructive debate in the decision-making process.
4. In conjunction with the Chief Executive Officer, approve the meeting schedule and agendas for Board meetings; ensure the quality and timeliness of information to the Board; and ensure there are adequate resources to support the Board’s decision-making requirements.
5. In conjunction with the Chief Executive Officer, ensure that the focus of the Board’s attention is on strategically important issues.
6. Ensure delegated committee activities are carried out and reported to the Board.

7. Attend, as a non-voting participant, meetings of all Board committees (other than those Board committees on which the Chair serves as a member). The Chair may, if required, serve as a member of any Board committee where quorum cannot be obtained for any meeting of the respective committee.

Board Governance and Independence

1. Lead the Board in promoting the highest standards of integrity, ethical behaviour and governance throughout the organization and on the Board.
2. Ensure the independent directors meet regularly without management present at the beginning and/or at the end of each Board meeting, and provide feedback of such sessions to the Chief Executive Officer as appropriate.
3. Provide input to the Governance and Nominating Committee on:
 - candidates for diverse Board membership and invite approved candidates to join the Board;
 - Board Committee Chairs and composition, and the coordination of Board and Board Committee activities;
 - orientation and mentoring of new directors and the continuing development of all directors;
 - the Board evaluation process and the implementation of any improvements;
 - director compensation; and
 - succession plans for the Board Chair position, Committee Chairs and the Board as a whole.
4. Provide input to the Human Resources and Compensation Committee on:
 - the performance goals and performance assessments of the Chief Executive Officer, and communicate the results of the assessments to the Chief Executive Officer;
 - the adequacy of succession plans for executive officers and other key management positions.
5. In conjunction with the Governance and Nominating Committee, establish annual objectives for the Board and monitor the Board's progress against these objectives.
6. As part of the Board evaluation process, meet annually with each director to seek their feedback on Board and Committee effectiveness and other matters as determined by the Governance and Nominating Committee to be included in the annual Board evaluation.
7. Provide input to Committee Chairs on governance practices and other matters.
8. Oversee the establishment of processes to assess the assurances that Management provides to the Board and provide thoughtful guidance and constructive challenge to Management.

Interaction with the Chief Executive Officer and Management

1. Act as a resource for, and provide feedback to, the Chief Executive Officer on strategy, major business issues and opportunities, and governance issues.
2. Facilitate effective and transparent interaction of Board members and Management both inside and outside of Board meetings.
3. Has unrestricted access to Management and all employees.

Interaction with Shareholders

1. Facilitate communication between the Board and its shareholders.
2. Chair all annual and special meetings of shareholders.

Interaction with Regulators

1. Meet with, and foster direct and ongoing dialogue with EQB's regulators, including the Office of the Superintendent of Financial Institutions ("OSFI"), as required, independent of management, to promote mutual trust and confidence in the quality of the Board's governance and oversight of the Bank.

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This mandate was last reviewed and approved by the Board on September 17, 2024.