



## **FUNCTIONS OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

In accordance with the *Bank Act* (Canada), the President and Chief Executive Officer is responsible for the day-to-day management and operations of the Bank. The primary obligation of the President and Chief Executive Officer is to faithfully discharge his or her responsibility. In doing so, the President and Chief Executive Officer must act honestly and in good faith with a view to the best interests of the Bank, while exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The functions of the President and Chief Executive Officer include:

1. ensuring that the day-to-day business and affairs of the Bank are appropriately managed;
2. maintaining a positive and ethical work climate that is conducive to attracting, retaining, and motivating a diverse group of top-quality employees at all levels;
3. developing and recommending to the Board of Directors a long-term strategy and vision for the Bank;
4. developing and recommending to the Board of Directors business plans and annual budgets that support the Bank's long-term strategy;
5. providing the Board of Directors and its committees with adequate information regarding the various subjects to be submitted to the Board;
6. overseeing the preparation of accurate financial statements which comply with applicable accounting rules and applicable laws (GAAP and accounting rules specified by the Office of the Superintendent of Financial Institution (Canada)) and which, together with the other financial information included in the continuous disclosure documents of the Bank, fairly present the financial condition of the Bank;
7. consistently striving to achieve the Bank's financial and operating objectives;
8. implementing appropriate systems, policies or programs to:
  - identify and manage risks;
  - ensure compliance of the Bank's operations with applicable laws; and
  - ensure the integrity of the Bank's internal controls and management of information systems;
9. ensuring continuous improvement in the quality and value of the products and services offered by the Bank;

10. taking appropriate steps to allow the Bank to achieve and maintain a satisfactory competitive position;
11. ensuring that the Bank has an effective management team, and has an active plan for its development and succession;
12. formulating and overseeing the implementation of major corporate policies;
13. maintaining a culture of integrity throughout the Bank; and
14. serving as the chief spokesperson for the Bank.

The President and Chief Executive Officer reports to the Board of Directors.

(Submitted and approved at the Board of Directors' meeting on 2014-12-10)