



## ROYAL BANK OF CANADA COMMITTEE CHAIR MANDATE

### GENERAL

Committee Chairs of the Board are appointed annually by the members of the Board. The Chair will not be a former officer of the Bank or of an affiliate.

A Chair of a committee of the Board of Directors is responsible for the management and effective performance of the committee and provides leadership to the committee in fulfilling its mandate and any other matters delegated to it by the board.

### SPECIFIC RESPONSIBILITIES

The Chair of any committee of the Board of Directors will:

- Chair committee meetings and ensure that the committee is properly organized and functions effectively.
- In consultation with the Board Chair, the President and Chief Executive Officer and the Corporate Secretary, plans and organizes activities of the committee including:
  - the agenda for, frequency of, preparation for, and the conduct of committee meetings ;
  - the quality, quantity and timeliness of the information that goes to the committee; and
  - ensures that sufficient time is allocated during committee meetings for effective discussion of agenda items and key issues and concerns.
- Chairs sessions of independent Committee members, ensuring adequate opportunities to discuss issues without management and non-independent directors present.
- As appropriate and in consultation with the committee, retain, oversee and terminate independent advisers to assist the committee or its members in fulfillment of their responsibilities.
- Report to the Board of Directors with respect to the activities of the committee and any recommendations deemed desirable by the committee.
- Lead the committee in annually reviewing and assessing the adequacy of its mandate, evaluating its effectiveness and implementing improvements.
- Have unrestricted access to management and employees.
- Represent the committee at meetings with regulators, when required.
- Represent the committee at meetings with major shareholders and other stakeholder groups.

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