



ROYAL BANK OF CANADA MANDATE FOR NON-EXECUTIVE CHAIRMAN OF THE BOARD

GENERAL

The non-executive Chairman of the Board is responsible for the management, development and effective functioning of the Board of Directors and provides leadership in every aspect of its work.

The non-executive Chairman of the Board acts in an advisory capacity to the President and Chief Executive Officer and to other officers in matters concerning the interests of the organization and the Board and relationships between management and the Board.

The non-executive Chairman of the Board will be independent as determined by the Board with reference to criteria set out in the Bank's Director Independence Policy.

To assist in fulfilling the responsibilities set out in this mandate, the non-executive Chairman of the Board has authority to retain, at the Bank's expense, independent legal counsel or other advisors and to approve the fees and terms of the retention.

SPECIFIC RESPONSIBILITIES

In addition to carrying out special assignments at the request of the President and Chief Executive Officer or the Board of Directors, the non-executive Chairman of the Board:

1. Management of the Board and Corporate Governance

- (a) in consultation with the President and Chief Executive Officer plans and organizes the activities of the Board of Directors, including:
 - i. the agenda for, frequency of, preparation for, and the conduct of, Board meetings;
 - ii. the quality, quantity and timeliness of the information that goes to the Board;
 - iii. the formation of Committees and the integration of their activities with the work of the Board;
 - iv. the evaluation of the Board's effectiveness, and implementation of improvements;
 - v. the development of the Board, including director recruitment, evaluation and compensation; and
 - vi. the ongoing formal and informal communication with and among directors.
- (b) chairs Board meetings and ensures that Board functions are effectively carried out.
- (c) chairs sessions of independent directors and provides feedback to the President and Chief Executive Officer.
- (d) ensures that sufficient time is allotted during Board meetings for effective discussion of agenda items and key issues and concerns.
- (e) where Board functions have been delegated to committees, ensures that the results are reported to the Board.
- (f) may attend, as a non-voting participant, meetings of any Board Committee (other than those on which the non-executive Chairman of the Board sits).
- (g) chairs the Corporate Governance and Public Policy Committee.
- (h) oversees the process for regular director peer review and supplements the formal peer review process by meeting with each director individually.

- (i) reviews changes in circumstances of individual directors and based on this review makes recommendations to the Corporate Governance and Public Policy Committee.
- (j) participates in the orientation and mentoring of new directors and the continuing education of current directors.

2. Relations with Shareholders and Other Stakeholders

- (a) chairs meetings of shareholders.
- (b) facilitates the Board's efforts to create and maintain practices that respond to feedback from shareholders and other stakeholders.
- (c) in consultation with management, responds to shareholder concerns regarding governance issues or other issues relating to the Board.
- (d) represents the Board at meetings with regulators, when required.
- (e) represents the Board at meetings with major shareholders and other stakeholder groups on governance related matters.

3. Management Relations

- (a) has unrestricted access to management.
- (b) provides advice to the President and Chief Executive Officer on major issues.
- (c) facilitates effective communication between directors and management, both inside and outside of meetings of the Board.
- (d) works with the President and Chief Executive Officer to ensure management strategies, plans and performance are appropriately represented to the Board.
- (e) participates as a member of the Human Resources Committee in overseeing succession plans for key management roles and in establishing the performance goals and assessment of the President and Chief Executive Officer in meeting specified objectives.
- (f) advises management in the planning of the strategy meeting.

Approved December 4, 2009