

Introduction The Board has responsibility for the stewardship of Vancity. Critical to meeting this accountability is the relationship between the Board and Management, members, other interested parties¹ and the individuals on the Board. The Vice Chair acts as a partner and support to the Board Chair, helping to foster these relationships in the best interests of Vancity.

The primary role of the Vice Chair is to provide support to the Chair, as required, and to act as Chair when the Chair is unable to do so. The Vice-Chair, under a more distributed leadership model and as part of the board succession framework, will take on a number of additional roles that will help prepare them as a potential candidate for a future Chairship including representing Vancity at external events, attending internal meetings with Management as required, carrying out additional leadership duties relating to the functioning, responsibilities and governance of the Board and leading initiatives or special projects that may be high profile and complex.

The Vice Chair must meet the expectations of a Director as set out in the Director Terms of Reference and have the additional duties listed below.

Selection In accordance with the Vancity Rules, the Vice Chair is elected for a one-year term by the Board of Directors, from its own composition, at the first regular Board meeting following the Annual General Meeting.

Although elected annually, the Vice Chair will typically serve for two years (two consecutive one-year terms). Their term may be longer or shorter, depending on the needs of the Board, succession considerations, and availability/readiness of other candidates.

The Vice Chair remains in the position as long as they are a member of the Board, and until reappointed or replaced by a Board resolution.

Selection of the Vice Chair is determined by the Board deciding which Director has the best combination of attributes, skills, and experience to support and complement those of the Board Chair, and opportunity and readiness to grow as a potential future Chair through this path. The selection may also reflect other needs and considerations at the time of appointment. The Vice Chair may be, but is not necessarily, the long term successor for the Chair, but is considered to be part of the succession plan at least from an emergency succession perspective². If required, the Board may engage an independent third party to assist in the selection process for the Vice Chair including: canvassing Directors' interest, gathering feedback on the suitability

¹ Interested Parties include employees, suppliers, industry partners (e.g., Peer Group 5, Central 1, Global Alliance for Banking on Value etc.) and the communities in which Vancity operates.

² The Vice Chair is the automatic interim Chair successor for emergency coverage and then leads the Board to consider the right path forward for the mid to long term (e.g., the Vice Chair continues, someone else steps in on an interim basis, Board elects new longer-term Chair, etc.)

of interested Directors, and assessing those Directors against the stated qualifications.

When selecting its Vice Chair, the Board will have regard to the skills and experience of candidates as well as the Board's and Vancity's current and future leadership needs.

The Board will consider each candidate on an individual basis, as well as how the leadership mix comes together to ensure diversity, complementary skills and experiences, and effective dynamics.

Duties and Responsibilities

The Vice Chair shall:

- Act as a sounding board for the Board Chair and perform an additional role of overseeing Board operations and providing advice to the Chair and other Directors regarding the processes, practices, and policies of the Board.
- In the Chair's absence, chair Board meetings effectively, which includes:
 - ensuring the Board's energy is focused on, and aligned with, Vancity's purpose and in the best interest of the Credit Union;
 - encouraging participation, questions, the sharing of diverse opinions, and focused discussion
 - ensuring Board meeting material is distributed in a timely manner; and
 - ensuring meetings are conducted in a timely and orderly fashion.
- Undertake a range of duties as the Chair's delegate; these duties will be reviewed on a regular basis and documented with the Chair and Corporate Secretary (and communicated clearly to the entire Board), and may include:
 - leadership for specific initiatives
 - participation or observance of committees
 - participation or observance of external bodies or events
 - development and implementation of new practices, or;
 - other duties to be adjusted and prescribed from time to time by the Board Chair
- Act as an additional key point of contact in the Chair's absence and perform the responsibilities of the Chair when the Chair is not available.
- Mentor new directors and provides oversight and advice to ensure quality and clarity.
- Maintain current knowledge in the Board's field of expertise and participate in professional development opportunities.
- Review for accuracy both regular session and in camera Board minutes prepared by the Governance Department.
- When the Vice President, General Counsel and Corporate Secretary or Recording Secretary is not present, prepare draft minutes for Board in camera meetings and provide them to the Governance team.
- Sit on up to three Board committees as a member
- In accordance with the applicable committees' Terms of References, either be appointed a member of the Risk Committee or ensure that the Board appoint the Board Chair to be a member of the Risk Committee.

- Consult with the Board Chair, the Governance Committee Chair, the CEO and the Corporate Secretary on board committee chair succession.
- In consultation with the Board Chair, consider attendance at meetings of other board committees in their capacity as Vice Chair to provide insight/oversight of committee business and share this with the Board Chair as appropriate.
- Be available to individual directors for questions, counsel, and discussions relating to Vancity and their role as a director.
- Together with the Board Chair, be responsible for creating a safe, inclusive, and equitable board culture and ensuring all voices are heard.

**Serving as
Vice Chair
when eligible
for
re-election**

A Director serving in the capacity of Vice Chair during the Board year in which they are eligible for re-election by the members is expected to carry out the duties as outlined above with the following exceptions. The Vice Chair, shall not:

- Be a member of, attend, or review materials for, the Nominations and Election Committee.
- Be involved in decisions that may be perceived to give them an advantage as a candidate.
- Respond on behalf of the Board to members or other interested parties regarding election issues.