

## **EXECUTIVE COMMITTEE CHARTER**

### **PURPOSE**

The Executive Committee of the Bank shall have the power to direct the business of the Bank vested by law in the Board of Directors insofar as such powers and authority may be lawfully delegated to the Executive Committee, including the power to review and approve proposals and transactions related to credit in amounts within the limits of its delegated authority.

### **MEMBERSHIP**

The Executive Committee shall have five (5) regular members, at least (3) three of which should be members of the Board of Directors.

The Chairman of the Board shall serve as chair of the Committee. The members of the Executive Committee will serve until their resignation, retirement or removal by the Board or until successors or replacements shall have been appointed. The composition and functions of the Executive Committee will be reviewed by the Board on an annual basis.

If any vacancy shall occur in the Committee by reason of resignation, retirement, or removal, the remaining members of the Committee shall continue to act as if still constituting a quorum, and any such vacancy may be filled up by the Board.

### **MEETINGS**

The Committee shall fix the time and place of its meetings. The Chair may call a meeting of the Committee at any time, and, in the absence of the Chair, the President of the Bank may call a meeting of the Committee. In calling a meeting, the Chair or President shall endeavor to transmit reasonable notice thereof to all members of the Committee, and a meeting may be held provided a quorum can

be assembled. Any three members of the Committee constitute a quorum for the transaction of business. Acts of the Committee are determined upon the vote of a majority of those present. In the event that the number of affirmative votes and negative votes on a certain proposal are equal, the proposal shall be submitted to a vote of the Board.

The business of the Committee also may be conducted by means of a conference, telephone call or via correspondence, provided reasonable efforts are made to have all members of the Committee participate and provided further that a quorum of the Committee participates.

Minutes of all meetings of the Executive Committee shall be kept by the Corporate Secretary. Such minutes, or a digest thereof, shall be submitted to the Board of Directors at the next succeeding meeting of the Board and shall be read at the meeting if requested by any members of the Board.

## **PROCEDURES**

The Executive Committee will establish its own rules of procedure consistent with the mandate given to it by the Board.

## **RESPONSIBILITIES**

The Executive Committee, by a majority vote of all its members, and subject to such limitations as the Board may prescribe, is empowered to perform the following actions:

1. Approve and/or implement any or all corporate acts within the competence of the board except those acts expressly reserved by the Corporation Code for the board of directors.
2. Review and approve bank-wide credit strategy, profile and performance.

3. Approve the credit risk taking-activities of the bank based on the regulations of established approving authorities and reviews and endorses credit-granting activities.
4. Review and assess, at least annually, the adequacy of this Charter and recommend any changes to the Board for approval.

### **COMMITTEE SELF-ASSESSMENT**

The Committee shall conduct a self-assessment of its performance, at least once a year, as prescribed and in accordance with the Corporate Governance Manual.