



# Human Resources Committee Terms of Reference

November 2024

## 1. Establishment of Committee

A committee of the Directors to be known as the Human Resources Committee (the “**Committee**”) is hereby established.

## 2. Purpose

The purpose of the Committee is to assist the Board of Directors of ATB Financial (the “**Board**”) in their oversight of:

- a) The appointment, performance evaluation and compensation of the Chief Executive Officer (the “**CEO**”) and other designated executive officers;
- b) Executive succession and development;
- c) Philosophy and principles for enterprise-wide compensation programs;
- d) Human capital principles and policies, including those related to Diversity, Inclusion and Belonging; and
- e) Pension plan, administration and governance and major design changes.

## 3. Membership

### a) Composition and Appointment

The Committee shall consist of not less than three directors of the Board, one of whom shall serve as the Committee Chair (the “**Chair**”). The members of the Committee and the Chair shall be appointed and removed by the Board. In the absence of the Chair, one of the other members of the Committee present shall be chosen by the Committee to preside as Chair at that meeting. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a director.

### b) Independence

Each member of the Committee shall meet the independence standards established by the Board.

## 4. Meetings

### a) Procedure



Unless otherwise determined by the Board or provided in By-law No. 1, the Committee shall determine and regulate its procedures in all respects. The duties of the Chair, the Secretary of the Committee and any requirements with respect to calling of meetings, attendance at meetings, and voting shall be as set out in By-law No. 1, except as hereinafter provided.

- b) Support  
The Committee shall be supported by the Chief People, Culture, Brand & Communications Officer (“**CPCBCO**”), or their designate.
- c) Quorum  
A majority of the members of the Committee shall constitute a quorum. If a quorum cannot be obtained for any meeting, any members of the Board may, at the request of the Chair or the Chair of the Board, serve as members of the Committee for that meeting.
- d) Reporting to the Board  
The Chair or their designate shall report to the Board on matters arising at Committee meetings and where applicable, present the Committee’s recommendations to the Board for its approval.
- e) Delegation  
The Committee may, from time to time, delegate to its Chair, any powers or responsibilities of the Committee itself. This delegation must include a reporting accountability back to the Committee.
- f) Access to Management and Outside Advisors  
In fulfilling its responsibilities, the Committee, through the Chair, shall have unrestricted access to management and associates of ATB Financial, which will be coordinated through the CPCBCO or the Corporate Secretary. The Committee, without consent of the Board, shall have the authority to investigate any matter with full access to the books, records, facilities, management and employees of ATB Financial and to retain external advisors to assist it in fulfilling its responsibilities. ATB Financial shall provide appropriate funding, as determined by the Committee, for the services of these advisors.
- g) In Camera Meetings  
The Committee shall have regularly scheduled meetings without management present.

## 5. Roles and Responsibilities

The Committee shall have the responsibilities set out in Schedule “A”, as well as any other matters that may be delegated to the Committee by the Board from time to time.

The Committee and each of its members shall comply with such additional requirements as are specified in the *ATB Financial Act* (the “**Act**”) and *ATB Financial Regulation* and in the by-laws and resolutions of the Board in effect from time to time.

Description of Action	Date	Owner
Recommended by the Chief Legal and Sustainability Officer & Corporate Secretary	November, 2024	Chief Legal and Sustainability Officer & Corporate Secretary
Recommended by Human Resources Committee	November, 2024	
Recommended by Governance & Conduct Review Committee	November, 2024	
Approved by Board of Directors	November, 2024	

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 Joan Hertz  
 Chair of the Board of Directors

## Schedule "A"

### Roles and Responsibilities

Roles and Responsibilities	
Human Resources Policies and Talent Management	
1.	Approve ATB Financial's general compensation philosophy
2.	Review and approve or recommend to the Board for approval any policies in respect of any people risk identified by management
3.	Monitor the implementation of any policies directed at people risk, review management's reports on the identification, assessment, monitoring and management of identified people risk and report to the Board
4.	Oversee the continued development and implementation of key human resource strategies related to total compensation, team member engagement, talent management, diversity and labour relations, the adequacy of resources to deliver ATB Financial's human resource objectives and the alignment of those strategies with ATB's ESG imperatives.
Appointment, Evaluation and Compensation of CEO	
5.	In consultation with the Chair of the Board, establish, maintain and review the position description for the President and CEO
6.	Recommend to the Board for recommendation to the Minister responsible for the Act (the " <b>Minister</b> "), the appointment of the CEO
7.	Recommend to the Board: <ul style="list-style-type: none"> <li>(a) for recommendation to the Minister, the base salary of the CEO; and</li> <li>(b) for approval, such other compensation and benefits of the CEO, including but not limited to incentive compensation, awards, bonuses, perquisite allowances, and such other payments as may be appropriate (including special payments addressing retirement, termination or renewal or extension of employment)</li> </ul>
8.	Approve the terms and conditions of any employment agreement with the CEO, for execution by the Chair
9.	Recommend to the Board for approval corporate goals and objectives relevant to the performance and compensation of the CEO
10.	Through the Committee Chair and Board Chair, evaluate the performance of the CEO relative to approved goals and objectives, and report back to the Committee and the Board.
11.	Recommend to the Board for approval any remedial action involving the performance of the CEO, or the termination of the CEO (for recommendation to the Minister)
12.	Review the Chair's report on the results of any assessment of the CEO made pursuant to the Directors and Senior Management Assessment Policy
Appointment, Evaluation and Compensation of Senior and Designated Executives	



13. Review the appointment, reassignment, or termination of the executive direct reports of the CEO (the <b>“Senior Executives”</b> )
14. Recommend to the Board for approval the offices of ATB Financial as required under By-law #1 and the appointment, reassignment, or removal of officers appointed to those offices (the <b>“Designated Executives”</b> )
15. Review all base salary and such other compensation and benefits of Senior Executives and Designated Executives, including but not limited to incentives, compensation awards, bonuses, perquisites, allowances and such other payments as may be appropriate
16. <ul style="list-style-type: none"> <li>(a) In conjunction with other Committee Chairs, as appropriate, oversee the succession planning process for the CEO, Senior Executives and Designated Executives and recommend the same to the Board for approval; and</li> <li>(b) review ATB Financial’s organization structure at the executive level</li> </ul>
17. Review the performance assessments submitted by the CEO with respect to the Senior Executives and Designated Executives, taking into account any additional assessment conducted by any other Committee or the Board through the Chair of that Committee or the Board
18. Review and approve management’s report on executive compensation disclosure
19. Approve ATB Financial’s executive severance guidelines and review the severance arrangement or payment for any Designated Executive that materially deviates from the guidelines
<b>Compensation Plans</b>
20. Review and recommend to the Board for approval any new enterprise-wide incentive compensation plans including benefit plans or design change to any existing enterprise-wide incentive compensation plan or benefits plan
21. Review management’s report on the aggregate amount awarded under enterprise-wide incentive compensation plans relative to established objectives
22. Oversee the design and application of enterprise-wide compensation programs and, together with an annual review of the Chief Risk Officer, verify sensitivity of compensation to risk and alignment to the risk profile of ATB
23. Review management’s report regarding team members whose total compensation exceeds the total compensation of any Senior Executive
24. Review management’s report regarding collective bargaining with respect to any collective agreement with unionized team members
25. With respect to the Achievement Note Program: <ul style="list-style-type: none"> <li>(a) Review and approve: <ul style="list-style-type: none"> <li>(i) any changes to eligibility for Senior Executives and Executive Steering Committee members;</li> <li>(ii) Material changes (if any) to disclosure documents or plan documents, including plan design; and</li> <li>(iii) The Terms of Reference for the Executive Steering Committee for the program.</li> </ul> </li> </ul>

(b) Review and recommend to the Board for approval any changes to the authorized maximum allocation limit.

### **Pension**

26. Review and approve the Terms of Reference for the Retirement Committee ("**RC**"), which may delegate the approval of non-material amendments to the Pension Plans as well as such administrative processes or amendments as may be necessary to comply with regulatory requirements

27. Review management's reports related to ATB Financial's  
(a) duties and potential funding obligations under the Public Service Pension Plan ("**PSPP**"); and  
(b) strategies with respect to the PSPP.

28. Review management's reports related to ATB Financial's liability under each of the:  
(a) Notional Supplemental Plan ("**NSP**"); and  
(b) Supplemental Pension Plan ("**SPP**").

29. In respect of any pension plans established by ATB Financial ("**Pension Plan**"):   
(a) review key appointments and reports on significant matters including on the funding policy, the actuary report, and the Statement of Investment Policies and Procedures; and  
(b) approve the Pension Risk Management Statement and the Code of Conduct & Conflict of Interest Policy, and review the governance structure for the Pension Plan and approve any material changes.

30. Recommend to the Board:  
(a) the establishment of any new pension plan; or  
(b) any material changes to any existing Pension Plan, the NSP or the SPP (other than changes required by legislation).

31. Approve the asset investment strategy for the Pension Plan and, if advisable, any other matters recommended by the RC

### **Legal and Regulatory Compliance**

32. Review report on the effect on ATB Financial of changes to legislation pertaining to employees including labour and employment standards, human rights and workers' compensation legislation

### **Governance and General Matters**

33. Evaluate and review its performance and its compliance to its terms of reference and report to the Board, through the Governance and Conduct Review Committee

34. Assess the appropriateness of its terms of reference, taking into account any applicable legislative and regulatory requirements, as well as best practices for crown corporations or financial service industry participants and report to the Board, through the Governance and Conduct Review Committee