

LEAD DIRECTOR ACCOUNTABILITY STATEMENT

The Lead Director is an outside and independent Director who is designated by the Board of Directors of the Bank to lead the Board to fulfill its duties effectively, efficiently and independent of management. Specifically, the Lead Director is responsible in cooperation with the Chairman of the Board for certain functions as follows:

Enhance Board Effectiveness:

- Ensure the Board works as a cohesive team under his/her leadership.
- Ensure the Board has adequate resources, especially by way of full, timely and relevant information to support its decision-making requirements.
- Ensure a process is in place to monitor legislation and best practices which relate to the responsibilities of the Board.
- Assess the effectiveness of the Board and its Committees on a regular basis.
- Ensure that new Directors receive adequate orientation on their roles and responsibilities, the Bank's organization, business, and the industry.
- Meet with Board members to determine their continued commitment to the Board and their interest in continuing to serve on the Board of Directors.
- Ensure that Board members receive continuing education both from within the Bank and from outside sources.
- Encourage Board members to refer new business opportunities to the Bank.

Manage the Board:

- Provide input to the CEO on preparation of agendas for Board and Committee meetings.
- Ensure the effectiveness of Board Committees.
- Ensure that independent Directors have adequate opportunities to meet to discuss issues without management present and provide feedback to management.
- Help resolve any conflicts.
- The Lead Director to Chair Board meetings when the Chairman is not in attendance.
- Review Board minutes for accuracy.
- Conduct or oversee Board self-evaluations.

- Ensure delegated Committee functions are carried out and reported to the Board, e.g. CEO performance assessment, CEO and Board succession planning and strategic planning.
- Ensure that there is some rotation on Committee assignments, especially Chairs.
- Exercise authority to call meetings of the Independent Directors.
- Ensure that appropriate Committee members have input to the proxy relating to their Committees.
- Be available, as requested, for consultation and direct communication with major Shareholders.