



Vice-Chair Charter

Audience:

All Directors of Coast Capital Savings Federal Credit Union (“Coast Capital”)

Version	Approved by	Date
1.00	Board of Directors	December 10, 2018
1.01	Board of Directors	April 28, 2021

Property of Coast Capital Savings Federal Credit Union
Owner: Chief Legal, Regulatory & Corporate Affairs Officer
Prepared by: Legal Department

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1. About the Charter

Purpose The Vice Chair of the Board of Directors of Coast Capital Savings Federal Credit Union (“Coast Capital”) (the “Vice Chair”) has the responsibilities and authority outlined in this Charter.

Role of Vice Chair The Vice Chair is responsible for:

- Supporting the Board Chair in fulfilling their responsibilities;
- Chairing meetings in the absence of the Board Chair;
- Providing mentorship to directors; and
- Publicly representing Coast Capital as needed.

2. Composition

Election The Vice Chair is elected by the Board from their number at the first meeting of the Board following each Annual General Meeting (the “AGM”), and otherwise as required.

The Board may remove the Vice Chair during their term of office, and in the event that the Board is so removed, or the position of the Vice Chair is otherwise vacated, the Board will elect a successor for the remainder of the term.

The Board may elect more than one Vice Chair. The Board Chair shall have the discretion to assign roles to each Vice Chair

Qualifications The Vice Chair(s) must be an independent director, as defined in the Coast Capital Savings Federal Credit Union Rules and the independence standards established by the Board.

The Vice Chair(s) must have the competence, skill, and experience required to fulfill this Charter, as well as sufficient time to devote to their duties as Vice Chair(s). In particular, the Vice Chair(s) must have:

- Strong leadership skills;
- A thorough understanding of governance issues; and
- Public communication skills

3. Responsibilities

Key Responsibilities Under the direction of the Board Chair, the Vice Chair(s) will:

- Support the Board Chair in fulfilling their responsibilities;
- Serve as the Board Chair at meetings in the absence or inability of the Board Chair;
- Provide advice, counsel and mentorship to individual directors to assist them to improve performance;
- Act as spokesperson for the Board at community events;
- Conduct media interviews;



- Meet, in conjunction with Committee Chairs as appropriate, with government officials and representatives of regulatory bodies;
- Meet with other financial institutions; and
- Carry out any other duties as assigned by the Board Chair
- The Vice Chair position is intended to be one of support to the Board Chair and may be a potential successor to the Board Chair.

4. Resources

Authority

Under the direction of the Board Chair, the Vice Chair(s) may contact any officer, employee, or agent of Coast Capital in fulfilling their responsibilities.

Under the direction of the Board Chair, the Vice Chair(s) on behalf of the Board may engage internal and external resources as needed to assist in the execution of its responsibilities.

Under the direction of the Board Chair, the Vice Chair(s) may engage independent counsel, consultants, and advisors as needed, and is responsible and accountable for approving the fees, terms and conditions, and termination of any such engagement.

5. Charter Governance

Role	Responsibilities	Cycle
Board of Directors	<ul style="list-style-type: none"> • Review and approve this Charter and any amendments. 	Triennially
Governance & Nominations Committee	<ul style="list-style-type: none"> • Review and recommend this Charter and any amendments to the Board of Directors. 	Triennially
Chief Legal, Regulatory & Corporate Affairs Officer	<ul style="list-style-type: none"> • Owns this Charter. • Review and recommend this charter and amendments to the Governance & Nominations Committee. 	Triennially
VP, Enterprise & Operational Risk Management	<ul style="list-style-type: none"> • Provide review, advisory and effective challenge of the Charter and related internal controls. 	Triennially
Enterprise Risk Management	<ul style="list-style-type: none"> • Ensures the review and approval of the Charter complies with the Corporate Document Governance Framework. 	Triennially
Board of Directors	<ul style="list-style-type: none"> • Review and approve this Charter and any amendments. 	Triennially



**Next Review
Date**

Governance & Nominations Committee: June 2025

Board of Directors: June 2025

**Related
Documents**

Mandates and Charters

- Board of Directors Mandate
- Director Mandate
- Board Chair Charter

Frameworks and Policies

- Director Independence Policy

Procedures

- Board Chair and Director Succession Procedure
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