

Chair of the Board Mandate

Purpose

To establish the role and accountability of the Chair of the Board of Directors (the “Chair”) of Street Capital Group Inc. (“Street Capital Group”) and of Street Capital Bank of Canada (“Street Capital Bank”), and its affiliated entities (collectively referred to as, the “Company”).

Role

Pursuant to power and authority delegated by the Board of Directors (the “Board”) and subject to supervision by the Board, the Chair of the Board (“Chair”) is responsible for:

1. facilitating the operations and deliberations of the Board and the satisfaction of the Board’s functions and responsibilities under the Board’s Mandate
2. ensuring that the Board functions independently of Senior Management

Appointment

The Board will appoint a Chair of the Board for among its members annually. The roles of Chair and CEO must be separate. The Chair will satisfy the independence standards established by the Board and any additional independence standards required for a Chair of a board of directors under applicable law.

Competencies and Skills

The Chair will possess the following competencies and skills:

3. Minimum 10 years’ of professional experience with significant executive leadership accomplishments
4. Demonstrated success as a board member or board chair
5. Demonstrated ability to work effectively with regulators, suppliers, partners and the public
6. Demonstrated leadership and successful general management abilities and accountabilities that delivered measurable results, with strong human resources and team leadership skills
7. Ability to work across all aspects of the business enterprise (Marketing, Finance, Operations, Risk, etc.)

Key Responsibilities

Board Management

8. chair Board meetings and all annual general meetings and special meetings of shareholders
9. in consultation with the Chief Executive Officer, plan and organize the activities of the Board including:
 - a. the agenda for, frequency of, preparation for, and conduct of, Board meetings
 - b. the quality, quantity and timeliness of the information that goes to the Board
 - c. the formation of Committees and the integration of the Committees’ activities with the work of the Board
 - d. the evaluation of the Board’s effectiveness and implementation of improvement
 - e. the development of the Board, including director recruitment, evaluation and compensation
 - f. the ongoing function and informal communication with and among Directors

1. ensure sufficient time is allotted during Board meetings for effective discussions of agenda items and key issues and concerns, including but not limited to strategic objectives and planning
2. oversee the process for the annual assessment of the performance and effectiveness of the Board, Board Committees, Committee Chairs and individual Directors
3. participate in new Director orientation and continuing education programs for Directors
4. provide input to the Governance, Conduct Review and Compensation Committee on its recommendation to the Board for approval of:
 - a. candidates for nomination or appointment to the Board
 - b. members and Chairs of Board Committees
5. ensure that an annual performance assessment of the Chair is conducted by the Governance, Conduct Review and Compensation Committee. Such assessment may include input from all Directors and appropriate members of Senior Management.

Access to Management and Outside Advisors

On an ongoing basis, the Chair will assess whether the Board and its Committees have appropriate access to senior management and outside advisors for the purposes of the Board fulfilling its responsibilities under its Mandate.

Relations with Management

6. meet with the Chief Executive Officer to provide feedback and advice on behalf of the Board
7. communicate with the Chief Executive Officer, on behalf of the Board regarding comments or concerns of the Board, shareholders or other stakeholders
8. facilitate effective communication between Directors and Senior Management both inside and outside meetings of the Board
9. ensure that the Board is provided with the opportunity to review and comment on senior management's response to regulatory recommendations and requests for information
10. oversee succession plans for key management roles and in establishing performance goals and assessment of the Chief Executive Officer in meeting stated objectives
11. in consultation with Senior Management, respond to shareholder concerns regarding governance issues or other issues relating to the Board
12. ensure that the delegation of decision making and operating authority between the Board and Senior Management is clearly understood and accepted and that the relationship between the Board and Senior Management is conducted in a professional and constructive manner

Reports

The Chair will report to the Board on material matters arising in undertaking his or her functions and responsibilities under this Position Description and, if necessary, will make recommendations to the Board for the Board's approval on these matters.

Communication and Review

This mandate will be reviewed and approved by the Board at least annually.