

1. Purpose

A Board committee chair is responsible for providing effective leadership of the committee for which he or she is appointed chair, facilitating the operations and deliberations of the committee, and overseeing the fulfilment of the committee's mandate.

2. Responsibilities of the Committee Chair

- (1) **Meetings** — Preside over meetings of the committee, oversee the committee's meeting schedule and workplan to coordinate fulfilment of the committee's mandate, and set the agenda for each committee meeting.
- (2) **Voting** — May vote on any matter requiring a vote at a meeting of the committee and will not provide a second vote in the case of a tie vote.
- (3) **Succession Planning** — Provide input to the Chair of the Board on succession plans for the committee chair position.
- (4) **Reporting to the Board** — Report to the Board on recommendations and material matters arising at committee meetings and any significant matters that arise between Board meetings.
- (5) **Committee Member Development** — Co-ordinate orientation and continuing director development program for committee members.

3. General

- (1) **Appointment and Removal of a Committee Chair** — The Board will appoint a committee member as committee chair annually until the chair's resignation, disqualification or removal from the committee. The committee chair may serve as chair for up to five consecutive years unless the Board determines that it is in the best interests of CIBC to extend the term.
- (2) **Qualifications** — The committee chair will be a member of the Board and satisfy the independence standards established by the Board and any additional legal or regulatory requirements for the committee chair position.
- (3) **Access to Management and Outside Advisors** — The committee chair will have unrestricted access to management and employees of CIBC and the authority to retain and terminate external counsel or other advisors to assist him or her in fulfilling his or her responsibilities. CIBC will provide appropriate funding, as determined by the committee chair, for the service of an advisor. The committee chair will be responsible for the appointment, compensation and oversight of an advisor.

4. Currency of Board Committee Chair Mandate

This mandate was last revised and approved by the Board on May 25, 2023.