

**BANK OF MONTREAL**  
**COMMITTEE CHAIR POSITION DESCRIPTION**

---

The Chair of each Committee of the Board of Directors of the Bank is responsible for guiding the Committee in the fulfillment of the Committee's duties and responsibilities and managing the process through which the Committee carries out such duties and responsibilities.

**DUTIES AND RESPONSIBILITIES**

The Chair of each Committee shall perform its duties and responsibilities as set out in the Committee's Charter or otherwise delegated to the Chair by the Committee. In addition, the Chair of each Committee shall:

- set the agenda for Committee meetings with input from other Committee members, the Chief Executive Officer, the Chairman of the Board and the Secretary and in the case of the Audit Committee, with input from the Chief Financial Officer, the Chief Auditor, the Shareholders' Auditors, Chief Accountant, the General Counsel and the Chief Compliance Officer; in the case of the Human Resources and Management Compensation Committee, with input from the Head of Human Resources; and in the case of the Risk Review Committee, with input from the Chief Risk Officer;
- establish annual goals and objectives for the Chair and present those goals and objectives to the Governance and Nominating Committee;
- co-ordinate with the Chairman of the Board and the other Committee Chairs to enhance the overall functioning of the Board of Directors and its Committees;
- ensure the appropriate flow of information to Committee members, review the adequacy and timing of materials;
- attend and preside at all Committee meetings;
- lead the Committee in its annual self-assessment process;
- designate the Secretary of the Committee;
- encourage an atmosphere of openness and trust and maintain a cohesive group without losing diversity of opinion and objectivity;
- oversee the orientation of new Committee members to ensure the proper integration of new members;
- facilitate a candid and full discussion of all key matters that come before the Committee;
- report to the Board on the deliberations of the Committee and on any decisions or recommendations; and
- communicate the Committee's conclusions and decisions to the Chief Executive Officer for implementation.