



Royal Bank of Canada Committee Chair Mandate

Purpose

The fundamental responsibility of the Chair of any committee of the Board of Directors is to be responsible for the management and effective performance of the committee and provide leadership to the committee in fulfilling its mandate and any other matters delegated to it by the board.

Responsibilities

The Chair of any committee of the Board of Directors will:

- Chair committee meetings and ensure that the committee is properly organized and functions effectively.
- Work with the Chairman of the Board, the President and Chief Executive Officer and the Corporate Secretary, to establish the frequency of committee meetings and the agendas for meetings.
- As appropriate and in consultation with the committee, retain, oversee and terminate independent advisers to assist the committee or its members in fulfillment of their responsibilities.
- Report to the Board of Directors with respect to the activities of the committee and any recommendations deemed desirable by the committee.
- Lead the committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate.
- Represent the Committee at meetings with regulators, when required.
- Represent the Committee at meetings with major shareholders and other stakeholder groups.

Approved December 4, 2009