



GUARDIAN CAPITAL

GUARDIAN CAPITAL GROUP LIMITED

MANDATE FOR NON-EXECUTIVE CHAIR OF THE BOARD

GENERAL

The non-executive Chair of the Board of Guardian Capital Group Limited (“Guardian”) is appointed annually by the members of the Board. The Chair will be independent as determined by the Board.

The Chair is to provide broad-based leadership and direction to the Board in its stewardship of Guardian and oversees, guides and supports the Board in fulfilling its duties, development, performance and responsibilities in an effective and independent manner.

The Chair acts in an advisory capacity and strategic advisor to the President and Chief Executive Officer and to other officers in matters concerning the interests of the organization with respect to Guardian’s business and the industry and with relationships between management and the Board.

SPECIFIC RESPONSIBILITIES

In addition to carrying out special assignments at the request of the President and Chief Executive Officer or the Board of Directors, the Chair:

Management of the Board

- Chairs Board meetings and ensures that the Board is properly organized and functions effectively.
- Promotes a high-performance Board culture that is conducive to the full engagement by all Board members and encourages challenging and constructive debate.
- Chairs sessions of independent Board members, ensuring adequate opportunities to discuss issues without management and non-independent directors present, and provides feedback to the President and Chief Executive Officer.
- Where Board functions have been delegated to Committees, ensures that the results are reported to the Board.
- Ensures that the Board is provided with the necessary resources, training and development with respect to the industry and Guardian’s business to enable each Director to fulfill his or her duty to act in the best interests of the Corporation.
- Coordinates with Committee Chairs to discuss issues in common, including ongoing efforts to further enhance Board and Committee processes, and provides feedback and input to the Committee Chairs on matters related to their respective committees.
- Attends and participates at meetings of all Board Committees and, where not already a member of such Committees, serves as an ex-officio member.
- Participates in succession planning for the Chair of the Board.
- With advice from the Governance and Nominating Committee and approval of the Board, approaches prospective candidates for Board membership.

- In consultation with the President and Chief Executive Officer and the Secretary, plans and organizes the activities of the Board of Directors, including:
 1. the agenda for, frequency of, preparation for, and the conduct of, Board meetings;
 2. the quality, quantity and timeliness of the information that goes to the Board;

3. ensures that sufficient time is allotted during Board meetings for effective discussion of agenda items and key issues and concerns; and
 4. the ongoing formal and informal communication with and among directors.
- Together with the Corporate Governance and Nominating Committee, is responsible for:
 1. leading Board succession planning and the recruitment of directors;
 2. orientation and mentoring of new directors and the continuing education of current directors;
 3. the formation and membership of Committees, the selection and rotation of Committee Chairs, and the integration of activities of the Committees with the work of the Board;
 4. evaluation of the Board's effectiveness and implementation of improvements;
 5. ensuring that the structure and composition of the Board, including Board size and the mix of Directors' knowledge, interests, skills and experience, facilitate effective and interactive decision making; and
 6. reviewing changes in circumstances of individual directors.

Relations with Shareholders and Other Stakeholders

1. Chairs meetings of shareholders.
2. Facilitates the Board's efforts to create and maintain practices that respond to feedback from shareholders and other stakeholders.
3. In consultation with management, responds to shareholder concerns regarding issues relating to the Board.
4. Represents the Board at meetings with major shareholders and other stakeholder groups.

Management Relations

1. Has full access to management and employees.
2. Advises management in the planning of the strategy meeting.
3. Fosters a constructive and effective working relationship between the Board and the Chief Executive Officer and President.
4. Facilitates effective communication between directors and management, both inside and outside of Board meetings.
5. Provides advice to the President and Chief Executive Officer on major concerns.
6. Works with the President and Chief Executive Officer to ensure management strategies, plans and performance are developed, reviewed and appropriately represented to the Board.
7. Participates with the President and Chief Executive Officer in overseeing succession plans for key management roles and with the Compensation Committee in establishing the performance goals and assessment of the President and Chief Executive Officer in meeting specified objectives.

To assist in fulfilling the responsibilities set out in this mandate, the Chair has authority to retain, at the Company's expense, independent legal counsel or other advisors and to approve the fees and terms of the retention.