



## **BANK OF MONTREAL**

### **DIRECTOR POSITION DESCRIPTION**

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Each director is responsible for assuming, with the other directors, the supervision of the management of the business and affairs of the Bank and assisting the Board in successfully fulfilling its Mandate. In carrying out his or her responsibilities, each director will perform those duties set out in the Board Mandate, applicable Board committee charters and such other duties as necessary or appropriate including:

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#### **PART I DUTIES**

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- 1.1 acting in the highest ethical manner and with integrity in all personal, business and professional dealings and confirming compliance with BMO's Code of Conduct;
- 1.2 understanding the Bank's vision, strategies, objectives and associated risks;
- 1.3 continuously advancing his or her knowledge about the Bank's businesses, the financial services' sectors in which it operates, emerging trends, the regulatory environment and significant strategic initiatives;
- 1.4 understanding the Bank's current corporate governance policies and practices, the Board Mandate, Board policies and the charters of committees of the Board on which he or she serves;
- 1.5 preventing personal interests from conflicting with, or appearing to conflict with, the interests of the Bank and disclosing details of any such conflicting interests should they arise;
- 1.6 maintaining the confidentiality of Bank information and Board deliberations;
- 1.7 maintaining equity investment in the Bank in accordance with director share ownership guidelines to facilitate proper alignment with the Bank's long-term interests;
- 1.8 acting independently of management (for directors who are not members of management);
- 1.9 devoting sufficient time to his or her responsibilities as director;
- 1.10 preparing thoroughly for each Board and applicable committee meeting by reviewing the materials provided and requesting, as appropriate, clarification or additional information in order to fully participate in Board deliberations;

- 1.11 probing and, as appropriate, challenging management, making informed business judgments and exercising oversight;
- 1.12 attending all Board and applicable committee meetings and actively participating in deliberations and decisions and informing himself or herself of significant matters dealt with at meetings not attended; and
- 1.13 voting on all matters requiring a decision of the Board or its committees except where a conflict of interest may exist.

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## **PART II ATTRIBUTES**

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- 2.1.1 acting honestly and in good faith with a view to the best interests of the Bank and exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- 2.1.2 demonstrating high ethical standards and integrity in his or her personal, business and professional dealings;
- 2.1.3 understanding the role, responsibilities, expectations and legal duties of a director of the Bank;
- 2.1.4 being accountable for and bound by Board decisions;
- 2.1.5 providing wise counsel on a broad range of issues, through knowledge of local, national and international business and banking;
- 2.1.6 thinking strategically about complex issues;
- 2.1.7 proactively applying knowledge, experience and expertise to issues;
- 2.1.8 having a track record of achievement and of making good business decisions;
- 2.1.9 demonstrating a high level of financial literacy, including the ability to read financial statements and use financial ratios and other indices to evaluate the Bank's performance;
- 2.1.10 being open to others' opinions and willing to listen;
- 2.1.11 taking initiative to raise tough questions and encouraging open discussion;
- 2.1.12 communicating persuasively, assertively and logically;
- 2.1.13 demonstrating the ability to act independently of management;
- 2.1.14 managing conflict constructively and working effectively with others; and
- 2.1.15 being willing to take a stand, even if it is contrary to prevailing opinion.