

Statement of Board Values and Board Charter

The Board of Directors of Canada Post Corporation is responsible for the stewardship of the Corporation.

The Board shall supervise the management of the business and affairs of the Corporation, including the relationship between the Corporation, its affiliates and the Shareholder.

The Board shall be responsible for the following matters through or in consultation and collaboration with Management:

Strategic Plan/Direction and Corporate Plan

- Provide input to Management during the planning process.
- Review and approve Strategic Plans.
- Set parameters within which Management must operate.
- Review and approve the annual Corporate Plan, including financial objectives and significant capital allocations and expenditures.
- Clearly communicate Board expectations.
- Monitor Corporate Performance against the Strategic and Corporate Plans and stated Board expectations, including evaluation of whether the business is being managed effectively.

Principal Risk Assessment

- Identify and monitor, with Management, the principal risks (be they strategic, operational, financial, leadership, affiliate/subsidiary or corporate reputation) of the Corporation's business, the nature and extent of such risks facing the Corporation including setting an acceptable level of risk the Corporation can be expected to bear.
- Ensure the implementation by Management of appropriate systems to manage these risks.

Senior Level Management

- Ensure the appropriate management of the Corporation, through a succession plan, position descriptions and the training, monitoring, evaluation, remuneration and where appropriate, termination of Senior Management within the guidelines as prescribed by the Shareholder.

Public Policy Objectives

- Ensure that the public policy objectives set out for Canada Post by the Shareholder are clearly understood by the Board of Directors and the Corporation.
- Ensure that there is a balance between the Corporation's public policy and commercial objectives compatible with financial self-sufficiency.
- Assess the relevance and impact of the Crown Corporation's public policy objectives, and, if appropriate, propose changes for the consideration of the Shareholder.

Integrity

- Ensure the integrity of the Corporation's internal controls and management information systems.
- Ensure ethical behavior and compliance with laws and regulations, audit and accounting principles, and the Corporation's own governing documents.

Communications

- Ensure that the Corporation communicates and consults appropriately and effectively with stakeholders, including the Shareholder.
- Ensure that an appropriate and effective communication strategy is in place.
- Ensure the proper integration of the Corporate Plan and Annual Report in the communication strategy.
- Review and approve the communication strategy for issues deemed crucial by the Board.

Board Effectiveness

- Establish processes appropriate for performing its duties and responsibilities and annually assessing the contribution and effectiveness of the Board and its Committees in fulfilling these duties and responsibilities.
- Review and update the Director Profile and Chairman of the Board Profile as required.
- Ensure that each individual Director receives orientation and education programs and materials as appropriate to their needs.
- Provide recommendations on Board compensation to the Privy Council, and set compensation guidelines for Directors of its affiliates.

Corporate Governance

- Create an appropriate Governance model to discharge the Board's obligations as steward of the Corporation.
- Reflect the Governance model through this Charter and the Board's governing documents and the Corporation's policies and practices.
- Review the charters of affiliates/subsidiaries for consistency with those of the Corporation.
- As and when applicable, provide the Minister responsible for Canada Post Corporation with a list of candidates for the Board, Chairperson and/or President and Chief Executive Officer.

Other

- Perform such other duties as prescribed by law or assigned to the Board in the Corporation's governing documents.

Approved by the Board of Directors on October 19, 2011.