

Statement of Board Values and Board Charter

The Board of Directors of Canada Post Corporation is responsible for the stewardship of the Corporation. As stewards, the Board of Directors monitors, models, and promotes Canada Post's vision of "A Stronger Canada – delivered" and its stated values: "*trust, respect, deliver.*" The Board of Directors exercises Canada Post's ethical values as a Crown Corporation, prioritizing positive environmental, social, and governance (ESG) impacts and financial sustainability in every aspect of the business. The Board of Directors governs the Corporation in accordance with the direction of the Shareholder and its dual mandate to deliver value for all Canadians while generating revenues.

The Board shall supervise the management of the business and affairs of the Corporation, including the relationship between the Corporation, its subsidiaries 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, ensuring that both ESG and financial imperatives are considered in tandem
- 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

Enterprise Risk Management

- Identify and monitor, with Management, the principal risks (be they strategic, operational, financial, talent, or reputational) 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 and mitigate these risks

Senior Management

- Ensure the appropriate management of the Corporation, through an organisational plan, succession plan, and the training, monitoring, evaluation, compensation and where appropriate, termination of officers

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 sustainability
- 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 information technology
- 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, rights holders, and bargaining agents
- 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 regularly assessing the contribution and effectiveness of the Board and its Committees in fulfilling these duties and responsibilities
- Review and update the Director position description and Chair of the Board position description as required
- Ensure that each individual Director receives orientation and education programs and materials as appropriate to their needs

Environmental, Social, and Governance (ESG)

- Prioritize positive ESG impacts in the general commitment areas of sustainability, business ethics, equality rights, diversity, Indigenous issues, employment equity, labour practices, environment, privacy, official languages, stakeholder engagement, and community development in all aspects of the business

- Review and report on programs and initiatives that promote environmental, social, and governance objectives
- Ensure that ESG is considered alongside financial imperatives when determining the strategic direction of the Corporation
- 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 subsidiaries for consistency with those of the Corporation
- As and when applicable, provide the Minister responsible for Canada Post Corporation with a list of qualified candidates for the Board, Chair, and President and Chief Executive Officer roles

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 November 18, 2021.