

**CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
THE TORONTO-DOMINION BANK**

**CHARTER**

*~ ~ Responsibility for Corporate Governance of the Bank ~ ~*

*Our Main Purposes:*

- setting the criteria for selecting new directors, including independence
- identifying individuals qualified to become board members and recommend to the board the director nominees for the next annual meeting of shareholders
- developing and recommend to the board a set of corporate governance principles aimed at fostering a healthy governance culture at the Bank
- reviewing and recommend the compensation of the directors of the Bank
- ensuring the Bank communicates effectively with its shareholders, other interested parties and the public through a responsive communication policy
- overseeing the evaluation of the board and committees

*Independence is Key:*

- our Committee is composed entirely of non-management directors.
- we meet regularly without management present.
- we have the power to hire – and fire – independent advisors, paid for by the Bank, to help us make the best possible decisions on corporate governance.

*Composition and Independence, Experience and Authority*

The Committee shall be composed of members of the Board of Directors in such number as is determined by the Board with regard to the by-laws of the Bank, applicable laws, rules and regulations and any other relevant consideration. In this charter, “Bank” means The Toronto-Dominion Bank on a consolidated basis.

No member of the Committee may be an officer or former officer of the Bank. Every member of the Committee shall be independent of the Bank within the meaning of applicable laws, rules and regulations and any other relevant consideration.

The members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Chairman of the Board will act as the Chair of the Committee in accordance with the Charter of the Chairman of the Board. The Committee may from time to time delegate to its Chair certain powers or responsibilities that the Committee itself may have hereunder.

Committee members will possess all the qualities set out in the Position Description for Directors. All members of the Committee should have an understanding of the issues related to corporate governance or be willing and able to acquire the necessary knowledge quickly.

In fulfilling the responsibilities set out in this Charter, the Committee has the authority to conduct any investigation and access any officer, employee or agent of the Bank appropriate to fulfilling its responsibilities. The Committee may in its sole discretion retain and terminate independent professionals and has the sole authority to approve all fees payable to such independent professionals.

### ***Meetings***

The Committee shall meet at least three times annually, or more frequently as circumstances dictate. The Committee can conduct all or part of any meeting in the absence of management, and it is the Committee's policy to include such a session on the agenda of each regularly-scheduled Committee meeting. Any member of the Committee may make a request to the Chairman for a Committee meeting or any part thereof to be held without management present.

### ***Specific Duties and Responsibilities***

#### ***Board and Committee Structure and Composition***

The Committee shall be responsible for making recommendations to the Board with respect to the appropriate structure and composition of the Board, and its committees to fulfil their functions and comply with all legal requirements. In so doing, the Committee shall:

- with a view to facilitating effective and independent decision-making, recommend to the Board criteria for the composition of the Board and its committees, including total size, number of unrelated/unaffiliated Directors, independence of Directors, and the number of management Directors of the Board and evaluate the independence of Directors according to regulatory guidelines and other applicable considerations and report to the Board as appropriate;
- recommend to the Board criteria for the tenure of Directors such as retirement age, health and assumption of responsibilities incompatible with directorship; and

- recommend to the Board each year the allocation of board members to each of the board committees, and where a vacancy occurs at any time in the membership of any committee, recommend to the Board a member to fill such vacancy.

#### *Nomination of Directors*

The Committee shall be responsible for making recommendations to the Board with respect to the nomination process for Directors of the Bank including:

- regularly assessing the needs of the Board and its committees and recommending criteria for the selection of new Directors based on these assessments;
- identifying candidates for membership on the Board and reviewing their qualifications;
- recommending to the Board candidates to fill vacancies on the Board that occur between annual meetings of shareholders (resulting from either departures of Directors or increases in the number of Directors);
- recommending to the Board the Directors to be nominated for election at each annual meeting;
- ensuring that the Board is in compliance with all regulatory composition issues; and
- recommending to the Board the removal of a Director in extraordinary circumstances.

#### *Director Orientation and Education*

The Committee shall be responsible for establishing and monitoring an orientation program for new Directors and for the ongoing education of the Directors including responsibility for:

- providing an orientation and education program for new Directors;
- arranging for topical seminars for the Board or any of its committees as required; and
- generally serving as a resource centre for the ongoing education of Directors with respect to their duties and responsibilities as Directors.

*Board, Committee and Chairman of the Board Assessment and Evaluation*

The Committee shall be responsible for establishing and facilitating effective processes for the ongoing evaluation of the Board and its committees and the ongoing assessment of the contribution of individual Directors. In so doing, the Committee:

- may report to the Bank's shareholders on the processes being used to complete the evaluation of the Board and its committees and the assessment of individual directors;
- these processes shall include facilitating an annual evaluation by the Directors on the effectiveness of the Board and monitoring and facilitating the processes put in place to evaluate the effectiveness of the committees, and proposing any necessary modifications to the functioning and governance of the Board and committees that may result from such evaluation processes or modifications to such evaluation processes; and
- shall establish an evaluation process for the Chairman of the Board.

*Board Functions*

The Committee shall be responsible for considering and assessing the functioning of the Board. In so doing, the Committee may, from time to time:

- recommend issues to be discussed at board meetings and committee meetings to reflect timely and complete information and decision making at the Board level;
- review the mandates and/or charters of the Board committees and recommend to the Board amendments as deemed necessary or advisable;
- review the Board Charter and recommend to the Board amendments as deemed necessary or advisable;
- monitor the quality of the relationship between management and the Board and recommend improvements;
- review the by-laws of the Bank to determine if any amendments are required; and
- recommend to the Board a broad list of topics of interest or importance for discussion and/or action and, as required, bring forward issues that require Board discussion and/or action.

### *Director Compensation*

The Committee shall be responsible for reviewing and making recommendations to the board regarding the compensation of the directors of the Bank.

### *Board Independence*

The Committee shall be responsible for assessing and facilitating the independent functioning of the Board, including:

- reviewing the structures and procedures of the Board and its relationship to management to ensure the Board can function independently of management;
- reviewing the information provided to the Board to confirm it is appropriately detailed to allow for preparation for meaningful discussion and decision making at the meeting;
- considering all requests by individual Directors to engage outside advisors at the expense of the Bank, and approve such requests in appropriate circumstances. Other committees may engage outside advisors as they see fit; and
- facilitating the scheduled and requested independent meetings of the Board.

### *Communications Policy*

The Committee shall review the Bank's overall communications policy to ensure the Bank communicates effectively with its shareholders, other interested parties and the public in accordance with all applicable laws or regulations to which the Bank is subject.

### *Shareholder Proposals*

The Committee shall consider shareholder proposals and make recommendations to the Board with respect to proposed responses and other related issues.

### *General*

The Committee shall have the following additional general duties and responsibilities:

- reviewing and assessing the adequacy of this charter at least annually and submitting this charter to the Board for approval upon amendment;
- primary responsibility for reviewing regulatory developments and legal changes while referring to other committees of the board the review of such subject matter as is more appropriately in their purview;

- responsibility for keeping abreast of the latest regulatory requirements, trends and guidance in corporate governance and updating the Board on corporate governance issues as necessary;
- responsibility for reviewing, evaluating and responding to corporate governance documents applicable to the Bank from time to time;
- where appropriate, overseeing and providing support to the governance activities of the Bank's subsidiaries;
- monitoring the functions of the Ombudsman;
- reviewing and approving proposed changes to Conflicts of Interest Procedures;
- reviewing and approving proposed changes to Disclosure of Information and Complaint Procedures;
- reviewing and approving proposed changes to Guidelines of Conduct;
- reporting to the Board following each meeting of the Committee; and
- conducting, on an annual basis, an evaluation of the Committee in which the Committee (and/or its individual members) reviews the performance of the Committee for the preceding year for the purpose, among other things, of assessing whether the Committee fulfilled the purposes and responsibilities stated in this charter.