

THE TORONTO-DOMINION BANK

CHARTER OF THE CHAIRMAN OF THE BOARD

Main Responsibilities:

- manage the affairs of the Board, with the objective that it is properly organized, functions effectively and fulfills its obligations and responsibilities
- facilitate the functioning of the Board independently of management and maintain and enhance the quality of the Board's governance and that of the Bank
- regular interaction with the Chief Executive Officer on governance and performance issues including providing feedback of other board members as well as acting as a 'sounding board' for the Chief Executive Officer
- lead the Board in the execution of its responsibilities to shareholders

Qualifications

The Chairman of the Board shall be independent of the Bank within the meaning of applicable laws, rules and regulations and any other relevant consideration as determined by the Board, including the Bank's Director Independence Policy. The Chairman of the Board shall be appointed by the non-management directors of the Board annually. The Chairman of the Board shall be Chair of the Corporate Governance Committee and a member of the Human Resources Committee.

Specific Accountabilities

Among other things, the Chairman of the Board shall:

I. Board Management

- act as Chairman of meetings of the Board of Directors;
- in conjunction with the Chief Executive Officer and Corporate Secretary, develop and approve the schedule of Board meetings and the agendas for the Board meetings;
- in conjunction with the Chief Executive Officer, oversee that the focus of the Board's attention is on strategically important issues;
- coordinate the activities of the Board with Committee Chairs;
- conduct regularly scheduled in camera sessions of the Board and call and conduct additional in camera sessions, including sessions that exclude non-management non-independent directors, as required and/or requested, and report the results of such meetings to the Chief Executive Officer as appropriate; and

- in conjunction with the Chief Executive Officer and Corporate Secretary, oversee the provision of adequate and timely information and notice of meetings to the Board.

II. Board Independence and Governance

- be knowledgeable of corporate governance practices, stay abreast of developments in corporate governance practices of other comparable companies and lead the adoption of ‘best practices’ where appropriate to maintain a leadership level of governance practices at the Bank;
- in conjunction with the Chief Executive Officer, facilitate the effective and transparent interaction of Board members and management;
- meet proactively with all Board members and seek their feedback on management performance, Board and committee effectiveness and other matters;
- in conjunction with the Corporate Governance Committee, assess performance of directors collectively and individually and, where applicable, provide individual performance feedback to Board members;
- in accordance with guidance from the Corporate Governance Committee, approach candidates for Board membership;
- provide feedback and input to the Committee Chairs on governance and other matters; and
- notify the Office of the Superintendent of Financial Institutions Canada (“OSFI”) of any potential changes to the membership of the Board.

III. Interaction with Chief Executive Officer and Management

- frequently interact with the Chief Executive Officer on governance, performance and other issues;
- provide feedback to the Chief Executive Officer and act as a sounding board with respect to strategies, accountability, relationships and other issues;
- without inhibiting the direct interaction between other members of the Board and management, provide management with a point of contact for the Board;
- in conjunction with the Human Resources Committee and the full Board, lead a formal evaluation of the Chief Executive Officer’s performance at least annually and oversee the adequacy of succession plans in place for key management roles;
- in conjunction with the Chair of the Human Resources Committee, conduct the annual performance appraisal session of the Chief Executive Officer and communicate additional feedback as required; and
- frequently interact with the Corporate Secretary on Board governance and other issues.

IV. Interaction with Regulators

- lead the interaction between the Bank and its regulators (including its primary regulator – OSFI) including by meeting regularly with those regulators.
- maintain a channel of open communication with regulators independent of management, to promote mutual trust and confidence in the quality of the board’s governance and oversight of the bank.

V. Representation of Shareholders

- chair the meetings of shareholders, be available for questions and participate in any other manner as required;
- in conjunction with management, respond to shareholder concerns regarding governance issues or other Board related issues. In this regard, shareholders may communicate with the independent directors through the Chairman of the Board (instructions for which are publicly available through appropriate disclosure mechanisms, such as the Bank’s proxy circular, annual report and/or website) and the Chairman of the Board will relay to the independent directors any communication received from a shareholder expressing that intent; and
- provide leadership to the Board in the execution of its responsibilities to shareholders.

VI. Interaction with Lead Independent Director of TD US Entities

- establish and maintain a communication channel to facilitate the timely escalation by any TD US Entity “Lead Independent Director” of issues considered important in the circumstances. “TD US Entity” means any of TD Bank US Holding Company or its subsidiaries TD Bank, N.A. and TD Bank USA, N.A. (and any successors thereto).
- meet annually, or more often upon request, with the “Lead Independent Director” (as aforesaid) to discuss matters including the TD US Entity’s board/committee/director assessments and evaluations and significant issues discussed during in camera sessions; as well as to share ideas on governance process enhancement.

VII. Interaction with other Stakeholders

- at the request of the Board and with the concurrence of the Chief Executive Officer:
 - take on an ambassadorial role with certain external groups including attending public events on behalf of the Bank;
 - meet with institutional shareholders, the media, management and employees and other interested stakeholders on governance related matters but not on operations and results.