

ALLIED PROPERTIES REAL ESTATE INVESTMENT TRUST
(“Allied”)

ROLE AND MANDATE OF THE CHAIR

The responsibilities of the Chair consist of four principal components:

1. *Providing Leadership to Enhance Director Effectiveness*

The Chair should be explicitly accountable for ensuring that the Trustees carry out their responsibilities effectively. This involves:

- ensuring that the responsibilities of the Trustees are well understood by both the Trustees and management, and that the boundaries between Trustees and management responsibilities are clearly understood and respected; the Chair needs to ensure that the Trustees do their job and do not try to do management’s job;
- ensuring that the Trustees work as a cohesive team and providing the leadership essential to achieve this;
- ensuring that the resources available to the Trustees (in particular timely and relevant information) are adequate to support its work;
- ensuring that a process is in place by which the effectiveness of the Trustees and their committees is assessed on a regular basis; and
- ensuring that a process is in place by which the contribution of individual trustees to the effectiveness of the Trustees and committees is assessed on a regular basis.

2. *Managing the Board*

The Chair should be responsible for:

- adopting procedures to ensure that the Trustees can conduct their work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
- ensuring that where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Trustees. Examples of such functions could include:
 - assessing the performance of the CEO;

- ensuring that appropriate human resource management practices (including succession, development and compensation plans) are in place for senior management;
- ensuring that succession planning for the board is carried out;
- ensuring an adequate orientation and training program for new board members;
- at each Trustees' meeting, the Chair will chair a meeting of non-management Trustees at which any concerns may be freely expressed; to the extent that all Trustees are present at the executive session of the Audit Committee meeting, such executive session shall satisfy the requirement for an executive session of Trustees;
- once potential candidates are identified, approaching potential candidates (with or without the CEO) to explore their interest in joining the board; and
- at least once yearly, the Chair shall canvass each Trustee individually to determine such Trustee's view, seek input from the Trustee and to provide feedback, if any.

3. Acting as Liaison Between Trustees and Management

The Chair must work to ensure that relationships between the Trustees and management are conducted in a professional and constructive manner. This involves working closely with the CEO to ensure that the conduct of board meetings provides adequate time for serious discussion of relevant issues and that Allied is building a healthy governance culture.

4. Representing Allied to External Groups

Working with the CEO, the Chair could represent Allied to external groups such as shareholders and other stakeholders including local community groups and governments.