

APPENDIX B – TERMS OF REFERENCE FOR THE DIRECTORS

1. GOALS AND OBJECTIVES

As a member of the Board, each director will:

- (a) supervise the management of the business and affairs of the Company;
- (b) act honestly and in good faith and in the best interests of the Company;
- (c) exercise the care, diligence and skill of a reasonably prudent person;
- (d) fulfill the legal requirements and obligations of a director; and
- (e) consider the interests of all affected stakeholders (which may include, *inter alia*, shareholders, employees, customers, as well as environmental considerations) in the governance of the Company and ensure that the best interests of the Company are paramount.

2. DUTIES AND RESPONSIBILITIES

2.1 Board Activity

Each director will:

- (a) exercise good judgment and act with integrity;
- (b) use their abilities, experience and influence fully and constructively;
- (c) act lawfully and demonstrate high ethical standards;
- (d) be an available resource to management and the Board;
- (e) devote time to be of effective service to the Board;
- (f) respect confidentiality;
- (g) advise the Chair in advance when planning to introduce significant or previously unknown information or material at a Board meeting;
- (h) understand the difference between governing and managing, and not encroach on management's area of responsibility;
- (i) be aware of potential conflict areas – real or perceived – and disclose and abstain from voting when required;
- (j) when appropriate, communicate with the Chair, Lead Director (if there is one) or CEO between meetings;
- (k) demonstrate a willingness and availability for one on one consultation with the Chair, Lead Director (if there is one) or CEO;
- (l) evaluate the Company's performance;

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- (m) advise the Chair of the Board or Chair of the Corporate Governance Committee at the earliest possible date if they will not be able or willing to serve as a director;
- (n) be collegial and respectful towards other directors; and
- (o) not engage in or undertake lobbying activities as defined under applicable legislation on behalf of the Company without the prior express approval of the Chair of the Board and on written notice to the Chief Legal and Governance Officer.

2.2 Preparation and Attendance

Each director will:

- (a) prepare for Board and committee meetings for those committees of which they are a member by reading reports and background materials prepared for each meeting and acquiring adequate information necessary for decision making;
- (b) maintain an excellent Board and committee meeting attendance record and strive for 100% attendance. When a director has attended less than 75% of Board and committee meetings held in a year (except if there are exceptional circumstances, such as sickness or family emergency, to justify absence), the Corporate Governance Committee will take such director's attendance into consideration during the director nomination process;
- (c) use best efforts to attend all regularly scheduled face-to-face meetings in person. Directors unable to attend face-to-face meetings in person should provide their written comments on the pre-read materials to the Board/Committee Chair in advance of the meeting. In exceptional circumstances (such as sickness or family emergency), the Board Chair can approve arrangements for remote participation through a Secured Facility. A "Secured Facility" includes a landline, telepresence facility at any of the Company's offices, an approved secure video conference platform, or any other method of communication considered secure;
- (d) use best efforts to attend all regularly scheduled telepresence meetings at a telepresence facility at any of the Company's offices. Directors unable to attend these meetings at these facilities shall provide their written comments on the pre-read materials to the Board/Committee Chair in advance of the meeting. In exceptional circumstances (such as sickness or family emergency), the Board Chair can approve arrangements for remote participation through some other Secured Facility; and
- (e) attend meetings scheduled to be held by audio or video conference calls (whether regularly scheduled or not) through Secured Facilities.

2.3 Other board commitments and interlocks

- (a) No more than two directors should serve on the same public company board or board committee, unless otherwise agreed by the Board. Notwithstanding the foregoing, the Board, on the recommendation of the Corporate Governance Committee, has the discretion to assess any new or existing interlocks and determine whether the interlocks affect the ability of those directors to contribute to the Board. In considering whether or not to permit more than two directors to serve on the same board or committee, the Corporate

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Governance Committee takes into account all relevant considerations including, in particular, the total number of Board interlocks at that time and the strategic requirements of TELUS.

- (b) Directors who are employed as chief executive officers, or in other senior executive positions on a full-time basis with a public company, should not serve on the boards of more than two public companies in addition to the Company's Board. Directors who (i) have full time employment with non-public companies, (ii) have full-time employment with public companies but not as chief executive officer or in a senior executive position or (iii) do not have full time employment should not serve on the boards of more than four public companies in addition to the Company's Board. The CEO of the Company should not serve on the boards of more than two other public companies and should not serve on the board of any other public company where the chief executive officer of that other company serves on the Company Board.
- (c) No director shall serve on the board of TELUS International (Cda) Inc. or any of its subsidiaries, unless otherwise agreed by the Corporate Governance Committee of the Board, acting on the recommendation of the CEO of the Company.

2.4 Communication

Each director will:

- (a) participate fully and frankly in the deliberations and discussions of the Board; and
- (b) encourage free and open discussion of the affairs of the Company by the directors.

2.5 Independence

Each director will:

- (a) speak and act independently of management; and
- (b) be permitted to engage and terminate outside advisors, at the expense of the Company, to provide advice with respect to anything within their duties, responsibilities and authority.

2.6 Committee Work

Each director:

- (a) is expected to participate on committees when asked and become knowledgeable about the purpose and objectives of the committee; and
- (b) is expected to understand how committees function, and the role of management and staff supporting the committees.

2.7 Business, Company and Industry Knowledge

Each director will:

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- (a) become and remain knowledgeable of the Company's products, services, and industry;
- (b) develop and maintain a thorough understanding of the unique role of the Company within the community;
- (c) develop and maintain an understanding of the regulatory, legislative, business, social and political environments within which the Company operates;
- (d) participate in and receive on-going training and education when asked;
- (e) become acquainted with the members of Executive Management and other key management of the Company;
- (f) remain knowledgeable about the Company's facilities and visit them when appropriate; and
- (g) be an effective ambassador and representative of the Company.

2.8 Director term limits

- (a) Each non-management director appointed to the Board after January 1, 2013 (the date of implementation of the policy) will tender their resignation after serving 15 years on the Board.
- (b) The Corporate Governance Committee will consider a director's resignation and has the discretion to recommend that the Board extend a director's term for such period as the Corporate Governance Committee deems appropriate if it is in the best interests of the Company to do so.

2.9 Change in director circumstances

- (a) If a director undergoes a significant change in their circumstances which may affect their ability to contribute to the Board (e.g. in board directorship, employment, residency or citizenship status, geographic location or health), they will promptly notify the Chair of the Corporate Governance Committee.
- (b) The Corporate Governance Committee will determine whether the significant change in circumstances affects the director's ability to contribute to the Board and make a recommendation to the Board regarding whether or not the director should be asked to resign from the Board.