



BOARD POLICY MANUAL

FEBRUARY 11, 2004

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The Board of Directors (the “Board”) of TELUS Corporation (the “Company”) is responsible for the stewardship of the Company and overseeing the management of the Company’s business and affairs. The Board has statutory obligations to act in the best interests of the Company, and in doing so, shall consider the interests of all affected stakeholders.

The Board is committed to ensuring it can exercise judgment independently of management and strives to adopt sound and effective practices in corporate governance in order to enhance shareholder value.

The Board Policy Manual is meant as a guideline for the Board and contains terms of reference for each committee.

Its purpose is to:

- establish an effective corporate governance system that reflects appropriate best practices in corporate governance;
- set out expectations of the Board, individual directors and committees of the Board which go beyond legal requirements;
- assist the Board in discharging its responsibilities in the most effective manner possible; and
- reinforce and facilitate the independence of the Board from management.

The Board Policy Manual consists of the following:

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Appendix B Terms of Reference for the Directors

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Appendix M Majority Voting Policy

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Appendix O Shareholder Engagement Policy

The following definitions will be used in these Terms of Reference:

Board	Board of directors of TELUS Corporation
CEO	President and Chief Executive Officer of TELUS Corporation
Chair	Chair of the Board of directors of TELUS Corporation
Chief Governance Officer	Chief Legal and Governance Officer of TELUS Corporation
Company	TELUS Corporation
ELT	All executive vice presidents who are appointed officers of the Company
Executive Management	The ELT and the CEO
Independent Director	An “independent” director is one who has been determined by the Board to satisfy all the tests for an “independent director” under applicable laws, rules and regulations binding on the Company from time to time, including the applicable rules of stock exchanges on which the Company’s shares are listed, such as the requirements for independence under National Instrument 52-110 <i>Audit Committees</i> and National Instrument 58-101 <i>Disclosure of Corporate Governance Practices</i> of the Canadian Securities Administrators, Section 303A of the New York Stock Exchange Listed Company Manual applicable to foreign private issuers, and Rule 10A-3 – <i>Listing Standards Relating to Audit Committees</i> promulgated under the U.S. Securities Exchange Act of 1934 to implement section 3 of the U.S. Sarbanes-Oxley Act of 2002. In addition, the Company has voluntarily adopted the independence provisions in Rule 303A of the New York Stock Exchange Listed Company Manual that are not mandatory on foreign private issuers.
Lead Director	Lead Director of the Board of directors of TELUS Corporation (if applicable)