

TERMS OF REFERENCE FOR THE LEAD TRUSTEE

RESPONSIBILITIES

INTRODUCTION

- i. The board of trustees (the “Board”) of Morguard North American Residential Real Estate Investment Trust (the “REIT”) is responsible for managing or supervising the management of the business and the affairs of the REIT. Critical to meeting this responsibility is managing the relationship among the Board, management, unitholders and other stakeholders.
- ii. The Lead Trustee must ensure that the management of these relationships is effective and efficient and furthers the best interests of the REIT. In performing this role, the Lead Trustee must work with senior management, manage the Board, and ensure effective relations with unitholders, other stakeholders and the public.
- iii. The position of Lead Director shall be separate from that of the CEO.

THE BOARD’S INTERFACE WITH MANAGEMENT

The Lead Director shall:

- i. ensure senior management is aware of concerns of the Board, unitholders and other stakeholders;
- ii. ensure that management strategy, plans and performance are appropriately conveyed to the Board; and
- iii. ensure the Board has exposure to the senior management team.

RELATIONSHIP TO THE BOARD

The Lead Trustee shall:

- i. ensure that the mechanisms for effective governance are in place and the Board is alert to its obligations to the REIT, unitholders, management, other stakeholders and under the law;
- ii. provide leadership to the Board and assist in reviewing and monitoring the vision, strategy, and policies of the REIT and the achievement of its objectives;
- iii. as a member of the Corporate Governance & Compensation Committee, participate in recommending the committees of the Board and their composition, reviewing the need for, the performance and suitability of, those committees and recommending such adjustments as are deemed necessary from time to time;
- iv. as a member of the Corporate Governance & Compensation Committee ensure that the Trustee selection process and Board composition are appropriate and serve the needs of the Corporation;
- v. be available to conduct from time to time, meetings of the Board without management in attendance in an efficient, effective and focused manner; and
- vi. authorize the engagement of outside advisors at the expense of the REIT for individual Trustees in order assist on matters involving their responsibilities as Board members.