

Approved by the Board on May 17, 2007

Amended March 5, 2008

Amended August 2009

VICWEST INCOME FUND

BOARD CHARTER

1. General

The primary responsibility of the Board of Trustees (the "Board") is to provide governance and stewardship to Vicwest Income Fund (the "Fund") on behalf of the unitholders.

The Board will appoint a Chief Executive Officer ("CEO") to run the day-to-day operations of the Fund and will oversee and supervise the management of the business of the Fund by that team. The Board will oversee the Fund's systems of corporate governance and financial reporting and controls to ensure that the Fund reports accurate and complete financial information to unitholders and engages in ethical and legal corporate conduct.

The Board will carry out its mandate directly and through the following committees of the Board (and such other committees as it appoints from time-to-time): the Audit Committee and the Human Resources and Governance Committee.

2. Appointment, Supervision and Compensation of Management

The Board will:

- Appoint the CEO and confirm the appointment of other senior officers and provide them with advice and counsel.
- Monitor the performance of the CEO and other senior officers against a set of mutually agreed corporate objectives directed at maximizing unitholder value.
- Approve CEO compensation and senior officer compensation where appropriate.
- Establish a process to provide for management succession.
- Establish boundaries between the Board's and management's responsibilities and establish limits of authority delegated to management.
- Review and consider for approval:
 - corporate strategy and operating plans;
 - capital and operating budgets;
 - matters of policy; and
 - any material amendments thereto or departures therefrom proposed by management.

3. Strategic Planning and Risk Management

The Board will:

- Adopt a strategic planning process and review and approve a corporate strategic plan which takes into account, among other things, the opportunities and risks of the business on a long-term and short-term basis.
- Review and approve annually management's operational plans to ensure consistency with the corporate strategy.

- Monitor management's performance against both short-term and long-term strategic plans and annual performance objectives.
- Confirm that a management system is in place to identify the principal risks to the Fund and its business and that appropriate procedures are in place to monitor and mitigate those risks.
- Confirm that processes are in place to comply with the Fund's by-laws, Codes of Conduct and all other significant policies and procedures.
- Assess the adequacy of the Fund's Health, Safety and Environmental policies and practices through a quarterly review of compliance, statistical and audit results.

4. Financial Reporting, Regulatory Compliance and Controls

The Board will:

- Approve the Fund's financial statements and oversee the Fund's compliance with applicable audit, accounting and financial reporting requirements.
- Review and approve annual operating and capital budgets.
- Review and assess the adequacy and effectiveness of the Fund's internal control and management information systems.
- Review operating and financial performance results relative to established strategy, budgets and objectives.
- Review and assess the adequacy of the Audit Committee Charter periodically.
- Confirm that management processes are in place to address and comply with applicable regulatory, corporate, securities and other compliance matters.
- Approve the appointment of the Fund's Pension and Investment Committee and its respective terms of reference.
- Approve the Pension and Investment Committee's Semi Annual Pension Governance Report.
- Approve the Fund's Insider Trading Policy and monitor compliance with such policy.

5. Distribution

The Board will:

- Approve the Fund's Distribution Policy and monitor compliance with such policy.
- Approve the Fund's distributions from time to time.

6. Unitholder Communication and Disclosure

The Board will:

- Confirm that management has established a system for effective corporate communications including processes for consistent, transparent, regular and timely public disclosure.
- Approve the Fund's Corporate Disclosure and Communications Policy and monitor compliance with such policy.
- Approve the Fund's Privacy Policy and monitor compliance with such policy
- Approve the Fund's Whistleblower Policy, the administration of which to be handled by the Audit Committee, and monitor compliance with such policy.
- Report annually to unitholders on the Board's stewardship for the previous year.
- Determine appropriate criteria against which to evaluate corporate performance against unitholder expectations and confirm that the Fund has a system in place to receive feedback from unitholders.

- Review and assess the adequacy of the Disclosure Policy periodically.

7. Corporate Governance

The Board will:

- Establish an appropriate system of corporate governance including practices to permit the Board to function independently of management.
- Establish committees, and approve their respective charters and the limits of authority delegated to each committee.
- Determine Board member qualifications.
- Establish appropriate processes for the regular evaluation of the effectiveness of the Board, its committees and its members.
- Review on an annual basis the independence of each Board member and whether the composition of the Board needs to be changed to ensure independence.
- Approve the nomination of trustees.
- Review the adequacy and form of trustee's compensation.
- Arrange for non-management trustees to meet regularly, and in no case less frequently than quarterly, without management present.
- Establish a minimum attendance expectation for Board members in respect of Board and committee meetings, keeping in mind the principle that the Board believes that all trustees should attend all meetings of the Board and each committee on which he or she sits.

8. Codes of Conduct

The Board will:

- Approve the Fund's Board Code of Conduct and an Employee Code of Conduct (collectively, the "Codes of Conduct") and monitor compliance with those codes.
- Approve any waivers and ensure disclosure of any waivers of the Codes of Conduct in the Fund's annual report or management information circular.

9. The Chair of the Board

The Chair of the Board reports to the unitholders and provides leadership to the Board in matters relating to the effective execution of all Board responsibilities and works with the CEO and senior officers to ensure that the organization fulfills its responsibilities to stakeholders including unitholders, employees, customers, governments and the public. The Chair of the Board will be a person other than the CEO.

The Chair of the Board will:

- Provide effective leadership so that the Board can function independently of management by ensuring that the Board meets regularly without management and that the Board may engage outside advisors as required subject to any approvals determined by the Board.
- Establish procedures to govern the Board's work including:
 - scheduling meetings of the Board and its committees;
 - chairing all meetings of the Board;
 - encouraging full participation, stimulating debate, facilitating consensus and ensuring clarity regarding decision-making;
 - developing the agenda for Board meetings with input from other Board members and management;
 - ensuring proper and timely information is delivered to the Board;
 - ensuring that the Board has appropriate administrative support; and
 - addressing complaints, questions and concerns regarding Board matters.

- Ensure the Board fully exercises its responsibilities and duties and complies with applicable governance and other policies.
- Meet or communicate regularly with the CEO regarding corporate governance matters, corporate performance and feedback from Board members.
- Act as a liaison between the Board and management.
- Serve as advisor to the CEO and other officers.
- Together with the Board's Human Resources and Governance Committee, establish appropriate committee structures, including the assignment of Board members and the appointment of committee chairs.
- Ensure that adequate orientation and ongoing training programs are in place for Board members.
- Together with the Board's Human Resources and Governance Committee, establish performance criteria for the Board and for individual Board members and co-ordinate the evaluation of performance and reporting against these criteria.
- Establish performance criteria for the CEO to facilitate the evaluation of the CEO's performance.
- Work with the Board's Human Resources and Governance Committee to establish and manage a succession program for the CEO's position.
- Oversee matters relating to unitholder relations and chair meetings of the unitholders.
- Work with the CEO to represent the Fund to external stakeholders including unitholders, the investment community, governments and communities.

The Chair of the Board's performance will be measured by the Board, with the recommendations of the Human Resources and Governance Committee, against the following key metrics:

- The effectiveness with which the Board functions, including satisfaction of Board members regarding the functioning of the Board.
- The extent to which the Fund carries out its responsibilities to unitholders, employees, customers, governments, and the public.
- The quality of communications between the Board and management, including satisfaction of members of management and Board members regarding this communication.

10. The Chief Executive Officer

The CEO is accountable to the Board for achieving corporate objectives within specified limitations and in accordance with the CEO's performance objectives determined annually by the Board.

The CEO will:

- Provide vision and leadership for the Fund.
- Develop and recommend corporate strategies, and business and financial plans for the approval of the Board.
- Execute the corporate strategy to achieve profitable growth and maximize unitholder value for the Fund's unitholders.
- Manage the business operations in accordance with the strategic direction approved by the Board and within operational policies as reviewed by the Board.
- Challenge management to set and achieve viable annual and long-term strategic and financial goals.
- Monitor the performance of management against a set of initially agreed upon corporate objectives directed at maximizing unitholder value.
- Recommend appropriate rewards and incentives for management.
- Report information from management to the Board in a manner and time so that the Board may effectively monitor and evaluate corporate (operational and financial) performance against stated objectives and within executive limitations.

- Report to the Board on relevant trends, anticipated media and analyst coverage, material external or internal changes, and any changes in the assumptions upon which any Board decision or approval has previously been made.
- Advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies, or legal and/or regulatory requirements.
- Provide the Board with all information and access that the Board may require in order to make fully-informed decisions.
- Report in a timely manner any actual or anticipated non-compliance with any Board approved policy or decision.
- Promote compliance with the Employee Code of Conduct, cause an investigation of any reported violations to be undertaken and ensure an appropriate response is taken to any violation of the Employee Code of Conduct.