

Board Mandate

The Board is responsible for the stewardship of Boardwalk. The Board supervises Management of Boardwalk with the goal of enhancing long-term Unitholder value. Management, in turn, is responsible for the day-to-day management of the business and affairs of Boardwalk and its subsidiaries. Management is also responsible for establishing strategic planning initiatives for Boardwalk. The Board assists in the development of these goals and strategies by acting as a sounding board and by contributing ideas. The Board ultimately approves the strategic plan, taking into account the risks and opportunities of the business of Boardwalk. The Board approves all significant decisions that affect Boardwalk before they are implemented, supervises the implementation and reviews the results. In some cases, the Board, by means of standing resolutions, will delegate limited authority to senior officers of the Trust to carry out certain tasks, usually within strict financial parameters and in a manner with the strategic plan of the Trust, both of which are reviewed on a quarterly basis by the Board.

The Board, in some cases through its committees, has specifically assumed responsibility for: (i) participating in the development of the strategic plan; (ii) identifying and managing business risks; (iii) ensuring the integrity and adequacy of Boardwalk's internal controls and management information systems; (iv) defining the roles and responsibilities of Management; (v) reviewing and approving the business and investment objectives to be met by Management; (vi) assessing the performance of Management and the performance of its subsidiaries; (vii) succession planning; (viii) ensuring effective and adequate communication with Boardwalk's Unitholders and other stakeholders as well as the public at large; and (ix) establishing committees of the Board of Trustees, where required, and defining their mandates.

In the interests of renewal and continuity, committee chairs are generally expected to serve a three (3) year term.

Because of the Board's demanding role and responsibilities, all Trustees shall be required, on an annual basis concurrent with their performance assessments, to advise the Compensation, Governance and Nominations Committee of any outside, arms-length board of directors they have joined to ensure that such directorship(s) would not impair a Trustee's ability to fulfill the responsibilities of his or her position.

Position Descriptions

Chair, Lead Trustee and Chair of each Board Committee

The Board has developed written position descriptions for the chair, lead Trustee and chair of each Board committee. The Board has also adopted written mandates for each Board committee. The Board as a whole and the members of each Board committee are responsible for taking such steps as may be necessary to ensure that the Board and the committees of the Board fulfill their respective mandates. Such position descriptions and mandates can be found on Boardwalk's investor website at www.BoardwalkREIT.com.

Chief Executive Officer

The Board has developed objectives which the Chief Executive Officer is responsible for meeting and the Board assesses the Chief Executive Officer against those objectives. A position description for the Chief Executive Officer can be found on Boardwalk's investor website at www.BoardwalkREIT.com.

Orientation and Continuing Education

The Board and management of Boardwalk have established an orientation and education program for new Trustees and new committee members regarding the role of the Board, its committees and the Trustees, as well as the nature and operation of Boardwalk's business. Existing Trustees have historically provided orientation and education to new members in light of the particular needs of each new Trustee. Further, every Trustee has access to management and relevant business information and management makes regular presentations to the Board on the main areas of Boardwalk's business. At least annually, the Board reviews the skills, knowledge and effectiveness of the Board, its committees and individual Trustees.

Boardwalk is a corporate member of The Institute of Corporate Directors (“**ICD**”) and pays for each Trustee to be a member of ICD. Trustees are encouraged and supported financially to take ICD education programs, including certification through the Director’s Education Program.

Ethical Business Conduct

The Board has adopted a written code of conduct for the Trustees, directors, officers and employees of Boardwalk and its subsidiaries. The policy stipulates that such persons will treat each other, customers, suppliers, security holders and all other persons with goodwill, trust, and respect. The policy strives to create a culture in Boardwalk and its subsidiaries that values honesty, high ethical standards and compliance with laws, rules and regulations. In addition, the Trust has approved a discrimination policy, a sexual harassment policy, a work place harassment policy and an insider trading policy.

The Declaration of Trust contains “**conflict of interest**” provisions that serve to protect Unitholders without creating undue limitations on Boardwalk. Given that the Trustees are engaged in a wide range of real estate and other business activities, the Declaration of Trust contains provisions, similar to those contained in the *Canada Business Corporations Act*, that require each Trustee to disclose to Boardwalk any interest in a material contract or transaction or proposed material contract or transaction with Boardwalk (including a contract or transaction involving the making or disposition of any investment in real property or a joint venture arrangement) or the fact that such person is a director or officer of or otherwise has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with Boardwalk. Such disclosure is required to be made at the first meeting at which a proposed contract or transaction is considered. In the event that a material contract or transaction or proposed material contract or transaction is one that in the ordinary course would not require approval by the Trustees, a Trustee is required to disclose in writing to Boardwalk or request to have entered into the minutes of the meeting of the Trustees the nature and extent of his or her interest forthwith after the Trustee becomes aware of the contract or transaction or proposed contract or transaction. In any case, a Trustee who has made disclosure to the foregoing effect is not entitled to vote on any resolution to approve the contract or transaction unless the contract or transaction is one relating primarily to his or her remuneration as a Trustee, officer, employee or agent of Boardwalk or one for indemnity under the provisions of the Declaration of Trust or liability insurance.

The Board has advised each of the executive officers of Boardwalk and its subsidiaries that the terms of their employment require such executive officers to follow the same disclosure procedures and practices outlined above when such executive officers are in a situation that is, or may be considered to be, a “**conflict of interest**”.

The Audit and Risk Management Committee has also adopted a “**whistleblower**” policy that sets out procedures which allow officers and employees of Boardwalk and its subsidiaries to file reports on a confidential and, if necessary, anonymous basis regarding any concerns about accounting, internal accounting controls or financial irregularities. A copy of the Trust’s whistleblower policy, which includes the contact information for the Chair of the Audit and Risk Management Committee, is available on the Trust’s investor website at www.bwalk.com/AboutUs/CodeofConduct_en.pdf

Nomination of Trustees

The Board has appointed the Compensation, Governance and Nominations Committee (the “**CG&N Committee**”) which is responsible for, among other items: (i) reviewing the size and composition of the Board; (ii) recommending candidates for election to the Board; (iii) reviewing credentials of nominees for re-election; and (iv) recommending candidates for filling vacancies on the Board. The three (3) members of the Compensation, Governance and Nominations Committee are independent Trustees under NI 58-101.

The Board reviews its size and composition from time to time to determine their impact on its effectiveness. In that regard, the CG&N Committee maintains an active list of potential qualified nominees to the Board. The Board believes that its current Trustees comprise an appropriate mix of individuals with real estate, accounting, financial, legal, capital markets, income trust and general business experience. However, notwithstanding this opinion, the Board reviews qualified candidates for the Board on a regular and ongoing basis and will add any exceptional individuals as Trustees as and when they present themselves.

Compensation

The Board, through its Compensation, Governance and Nominations Committee, reviews the adequacy and form of compensation of Trustees and executive officers annually. The Compensation, Governance and Nominations Committee considers the time commitment, risks and responsibilities of Trustees and executive officers, and takes into account the types of compensation and the amounts paid to directors, trustees and executive officers of comparable publicly traded Canadian companies and income trusts. As stated earlier, of the three (3) members of the Compensation, Governance and Nominations Committee, all are independent Trustees under NI 58-101.

Board Committees

General

The Trustees may appoint from among their number one or more committees of Trustees and may, subject to applicable law and to any provision in the Declaration of Trust to the contrary, delegate to such committee or committees any of the powers of the Trustees.

The Board has two committees: (i) the Audit and Risk Management Committee; and (ii) the Compensation, Governance and Nominations Committee. Each of these committees is composed entirely of independent Trustees, and have the following responsibilities:

Compensation, Governance and Nominations Committee – Terms of Reference

The Declaration of Trust provides that Boardwalk shall establish a Compensation, Governance and Nominations Committee consisting of at least three (3) independent Trustees. The duties of the Compensation, Governance and Nominations Committee will be to review the governance of the Trust with the responsibility for the Trust's corporate governance, human resources and compensation policies. In particular, the Compensation, Governance and Nominations Committee will be responsible for:

1. Review human resources development, organize and recommend to the Board compensation principles and practices and approve any significant changes to structure or principles and practices;
2. Review and make recommendations on the performance and compensation of the Chief Executive Officer and other senior executives of the Trust;
3. Review and recommend to the Board the form and adequacy of compensation for the Trustees;
4. Monitor the appropriateness of the Trust's governance systems with regard to external governance standards, "**best practices**" guidelines and with an emphasis on "**ongoing improvements**";
5. Review the makeup and needs of the Board of Trustees and develop criteria for adding new Trustees to the Board; and
6. Circulate and report on questionnaires to each Trustee annually to evaluate and assess the effectiveness of the Board, its committees in meeting governance objectives and each individual's own contribution.

Notwithstanding the appointment of the Compensation, Governance and Nominations Committee, the Trustees may consider and approve any matter, which the Compensation, Governance and Nominations Committee has authority to consider or approve.

The Compensation, Governance and Nominations Committee conducts an annual evaluation of the effectiveness of the Board and each of the committees of the Board. The latter survey covers the operation of the Board and its committees, the adequacy of information provided to Trustees, Board structure and agenda planning for Board meetings. These assessments take into account the Board mandate and the relevant committee mandates. The results of the surveys form the basis of recommendations to the Board for change.

Effective February 13, 2008, the Board adopted a policy respecting annual peer evaluations of Trustees (see "*Term Limits and Retirement of Trustees*" below.)

Audit and Risk Management Committee – Terms of Reference

The Declaration of Trust provides that Boardwalk shall establish an Audit and Risk Management Committee consisting of at least three (3) independent Trustees. The Audit and Risk Management Committee shall be composed of Trustees who comply with the provisions of National Instrument 52-110 of the CSA. Subject to the delegation to the Audit and Risk Management Committee of such other responsibilities as are determined by the Trustees from time to time and subject to such changes to its form and function as may be mandated by any relevant regulatory authorities, the Audit and Risk Management Committee is responsible for:

- (a) Financial Disclosure Issues – review and recommend to the Board for its approval quarterly and annual financial statements, accounting policies that affect the statements, press releases associated with the financial statements, Management’s Discussion and Analysis, significant issues affecting financial reports; review emerging generally accepted accounting principles (“GAAP”) developments and pronouncements; communicate and discuss directly with the Trust’s external auditors the quality of the Trust’s financial statements and the findings of their audit work; and review and approve the Annual Information Form of the Trust;
- (b) Internal Control – consider the effectiveness and integrity of the Trust’s management information system and internal controls over financial reporting and related information technology, security and control; review and approve fees for audit and non-audit services involving the current audit firm; review with management, external auditors and legal counsel, if necessary, any material litigation claims or other contingencies, including tax assessments and the adequacy of financial provisions in the Trust’s financial statements;
- (c) Risk Management – identify and oversee the management of the principal financial and business risks that could impact the operations and financial reporting of the Trust; review and monitor the processes in place for identifying principal risks and reporting thereon to the Board; review and report to the Board on significant business and financial matters affecting the Trust; help senior executives to monitor these risks; and
- (d) In accordance with National Instrument 52-110, implement and supervise a whistleblower policy for safe reporting of any accounting and other financial irregularities and monitor compliance with same on a quarterly and annual basis.

In the interests of continuity and renewal, and subject to the composition of the Board, members of the Audit and Risk Management Committee are generally expected to serve from three (3) to six (6) years on the Committee and the Chair of the Committee is generally expected to serve in such capacity for three (3) years.

The external auditors of the Trust are entitled to receive notice of every meeting of the Audit and Risk Management Committee and, at the expense of the Trust, to attend and be heard thereat and, if so requested by a member of the Audit and Risk Management Committee, shall attend any meeting of the Audit and Risk Management Committee held during the term of office of the external auditors.