

# POSITION DESCRIPTION: COMMITTEE CHAIR



## I. INTRODUCTION

The Board of Directors (the "Board") of Pembina Pipeline Corporation (the "Company") is responsible for overseeing the management and stewardship of the business and affairs of the Company. In furtherance thereof, the Board has delegated certain of its authority to the following Committees of the Board (and such other Committees as it appoints from time to time):

- (a) Audit Committee;
- (b) Governance, Nominating and Corporation Social Responsibility Committee;
- (c) Human Resources and Compensation Committee; and
- (d) Safety, Environment and Operational Excellence Committee.

Each Committee functions according to a written charter approved by the Board. Each Committee will review and assess the adequacy of its charter on an annual basis. The chairs of such Committees of the Board (each, a "Committee Chair") are principally responsible for overseeing the operations of the respective Committees. Each Committee Chair reports to the Board and provides leadership in the effective execution of all Committee responsibilities.

## II. RESPONSIBILITIES OF THE COMMITTEE CHAIR

Without limitation to the foregoing, each Committee Chair shall:

- (a) provide leadership to foster the effectiveness of the Committee;
- (b) seek to ensure that there is an effective relationship between the Board and the Committee, including by providing a report to the Board on material matters considered by the Committee at the next regular Board meeting following each Committee meeting;
- (c) report to the Board on significant Committee deliberations and discussions, and on the Committee's recommendations;
- (d) in consultation with the other members of the Committee and the Board, where appropriate, prepare the agenda for each meeting of the Committee;
- (e) review systems designed to ensure that relevant information is provided to the Committee members in a timely manner as required for the proper performance of their duties;
- (f) seek to ensure that the Committee is provided with the resources to permit it to carry out its responsibilities in compliance with the Committee Charter, applicable governance and other policies, and statutory and other obligations, and bring to the attention of the Board and senior management any issues that are preventing the Committee from being able to carry out its responsibilities;
- (g) chair Committee meetings, including stimulating debate, providing adequate time for discussion of matters, facilitating consensus, encouraging full participation and discussion by individual

members and confirming that clarity regarding decision-making among the respective Committee is reached and accurately recorded;

- (h) address complaints, questions and concerns regarding Committee matters;
- (i) communicate with Committee members between meetings;
- (j) ensure that the appropriate charter for the Committee is in effect and assist the Governance, Nominating and Corporation Social Responsibility Committee in making recommendations for amendments to the Committee Charter;
- (k) together with the Governance, Nominating and Corporation Social Responsibility Committee, ensure that an appropriate system is in place to evaluate the performance of the Committee as a whole and the Committee's individual members, and make recommendations to the Governance, Nominating and Corporation Social Responsibility Committee for changes when appropriate; and
- (l) provide additional services required by the Board and the Committee.