

POSITION DESCRIPTION: BOARD CHAIR



I. INTRODUCTION

The Board Chair reports to the Board of Directors (the "Board") of Pembina Pipeline Corporation ("Pembina" or the "Corporation") and provides leadership to the Board in matters relating to the effective execution of all Board responsibilities, and works with the Chief Executive Officer (the "CEO") to ensure that the Corporation fulfill their respective responsibilities to stakeholders, including the holders of the Corporation's shares ("Shareholders"), employees, governments, regulators and the public. The Board Chair will be appointed annually by the Board from among the independent directors. The Board Chair will be independent pursuant to the Corporation's Director Independence Guidelines and applicable law.

This position description operates in conjunction with the Corporation's Corporate Governance Guidelines, the Board Charter and the charters of each Committee of the Board, and the position descriptions for the chair of each committee of the Board (each a "Committee Chair") and the CEO.

II. BOARD LEADERSHIP

The Board Chair will:

- (a) protect the integrity of the Board for the long-term benefit of Pembina and Shareholders;
- (b) provide effective leadership to ensure that the Board works harmoniously as a cohesive team;
- (c) ensure that the Board can function independently of management by meeting regularly without management and engaging outside advisors as required;
- (d) ensure that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected;
- (e) together with the CEO, lead in reviewing and monitoring the goals, objectives, strategies and policies of the Corporation;
- (f) lead in appointing Committees of the Board, maintain regular contact with Committee Chairs, and attend Committee meetings as appropriate;
- (g) establish procedures to govern the Board's work including:
 - (i) working with the CEO and Corporate Secretary to schedule meetings of the Board and its Committees;
 - (ii) developing the agenda for Board meetings with input from other Board members and management;
 - (iii) working with the CEO and Corporate Secretary to ensure that proper and timely information is delivered to the Board;
 - (iv) working with the CEO to ensure that the conduct of Board meetings provides adequate time for fulsome discussion of relevant matters;

- (v) chairing all meetings of the Board (other than portions of such meetings in respect of which the Board Chair is conflicted or where the Board Chair is unable to be present and needs to appoint an alternate for a meeting);
 - (vi) encouraging full participation and discussion, stimulating debate, providing adequate time for discussion of matters, facilitating consensus and confirming that clarity regarding decision-making among the Board is reached and accurately recorded;
 - (vii) providing an opportunity for the independent directors to meet in-camera, in conjunction with each meeting of the Board;
 - (viii) ensuring that the Board has appropriate administrative support;
 - (ix) ensure that the Board is provided with the resources to permit it to carry out its responsibilities in compliance with the Board Charter, applicable governance and other policies, and statutory and other obligations, and bring to the attention of management any issues that are preventing the Board from being able to carry out its responsibilities; and
 - (x) addressing complaints, questions and concerns regarding Board matters;
- (h) communicate with directors between meetings; and
- (i) ensure that the responsibilities of the Board are effectively carried out in compliance with the Board Charter, applicable governance and other policies, and statutory and other obligations, and that the functions of the Board delegated to the Committees of the Board are effectively carried out and reported to the Board.

III. BOARD DEVELOPMENT

The Board Chair will:

- (a) assist the Governance, Nominating and Corporate Social Responsibility Committee in reviewing and assessing the size and composition of the Board and succession planning;
- (b) in collaboration with the Governance, Nominating and Corporate Social Responsibility Committee, support the director recruitment process, as well as the orientation of new directors, and the continued education of incumbent directors;
- (c) conduct an annual assessment of the performance of the Board, individual directors, each Committee and the Chair of each Committee in accordance with the evaluation criteria developed and recommended by the Governance, Nominating and Corporate Social Responsibility Committee and approved by the Board, and lead the Board in discussing the results of such assessment; and
- (d) lead in continuous improvement of Board processes and providing directors with opportunities to increase their knowledge and understanding of the Corporation's business.

IV. WORKING WITH MANAGEMENT

The Board Chair will:

- (a) represent stakeholders and the Board to management, and represent management to the Board and stakeholders;
- (b) work with the CEO to ensure that the Corporation is building a healthy governance culture and provide leadership in defining, setting and implementing the corporate culture of the Corporation;
- (c) assist in effective communication between the Board and management, including follow-up of major items required by management;
- (d) communicate openly and effectively with the CEO regarding strategy, corporate governance matters, corporate performance and feedback from Board members;

- (e) remain well informed on the major affairs and operations of the Corporation through regular contact with the CEO and other members of management;
- (f) assist the Human Resources and Compensation Committee in monitoring and evaluating the performance of the CEO and senior officers, and ensuring succession plans are in place at the senior management level; and
- (g) serve as advisor to the CEO and other senior officers.

V. SHAREHOLDER RELATIONS

The Board Chair will:

- (a) chair annual and special meetings of the Shareholders;
- (b) work with the CEO to represent the Corporation to external stakeholders, including Shareholders, the investment community, the media, governments, regulators and communities; and
- (c) receive concerns addressed to the Board from stakeholders about Pembina's governance, corporate conduct, business ethics or financial practices. The Board Chair will inform and consult with management to determine an appropriate response.

VI. PERFORMANCE OF BOARD CHAIR

The Board Chair's performance will be measured against the following key metrics:

- (a) the effectiveness with which the Board functions, including satisfaction of Board members regarding the functioning of the Board;
- (b) the extent to which Pembina carries out its responsibilities to Shareholders, employees, shippers, governments, regulators and the public; and
- (c) the quality of communications between the Board and management, including satisfaction of members of management and Board members regarding this communication.