

# GOVERNANCE, NOMINATING AND CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER



## I. ROLE AND OBJECTIVES

The Governance, Nominating and Corporate Social Responsibility Committee (the "Committee") of the Board of Directors (the "Board") of Pembina Pipeline Corporation (the "Corporation") has been delegated certain responsibilities relating to corporate governance and responsibility.

The Committee carries out its responsibilities with a view to the purpose of Pembina, and its role is to support Pembina's commitment to high standards of governance and ethics for all our stakeholders groups: customers, investors, employees and communities.

The objectives of the Committee are:

- (a) to assist the Board in fulfilling its oversight responsibilities in respect of the development, implementation and monitoring of Pembina's corporate governance practices;
- (b) to assist the Board in reviewing and assessing the size and composition of the Board and Board committees and the selection of Board committee chairs;
- (c) planning for the Board's succession, orientation, director education and evaluation;
- (d) to assist the Board in establishing appropriate risk oversight functions at the Board and Board committee levels;
- (e) to identify individuals qualified to become Board members;
- (f) to facilitate the annual performance assessment process for the Board and the other Board committees; and
- (g) to assist the Board in fulfilling its oversight of environmental, social and governance ("ESG") matters.

In this Charter, the Corporation and all entities controlled by the Corporation are collectively referred to as "Pembina".

## II. MEMBERSHIP AND ACCESS

The Board will appoint members of the Committee. Each member shall serve until their successor is appointed, unless the member resigns, is removed by the Board or otherwise ceases to be a director of the Corporation.

The Committee must be composed of not less than three (3) members of the Board, each of whom must be independent pursuant to the Corporation's Director Independence Guidelines and applicable law. The Board will fill any vacancy if the Committee has less than three (3) members and may remove members by resolution.

The Board Chair will select the chair of the Committee (the "Chair") from amongst its members, in consultation with the Committee.

The Committee has the authority to select, engage, remunerate and terminate independent counsel and other advisors to assist it in carrying out its duties, as deemed necessary. In particular, the Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including the search firm's fees and other retention terms. The Corporation will provide appropriate funding to compensate any advisors that the Committee chooses to engage.

In discharging its duties under this Charter, the Committee may: investigate any matter brought to its attention and will have access to all books, records, facilities and personnel; conduct meetings or interview any officer or employee, the Corporation's legal counsel, external auditors and consultants; and invite any such persons to attend any part of any meeting of the Committee.

### **III. DUTIES AND RESPONSIBILITIES**

The Committee is responsible for overseeing developments and best practices in corporate governance and ESG, furthering the effectiveness of the Corporation's corporate governance and ESG practices, and for director succession planning.

#### **A. Corporate Governance Oversight**

The Committee will:

- (a) recommend and report to the Board on corporate governance issues, principles and guidelines for review discussion, approval or other action by the Board;
- (b) monitor best governance practices and annually review the Corporation's governance practices with a view to maintaining high standards of corporate governance;
- (c) annually review and recommend any amendments to the Corporation's Corporate Governance Guidelines to the Board for approval;
- (d) monitor management's disclosure committee and annually review and approve any amendments to the Corporation's Disclosure Policy;
- (e) raise any issues relating to governance that are identified by the Board with the management of the Corporation; and
- (f) report to the Board on the compliance of the Corporation and of each Board committee with the relevant regulatory bodies, authorities and stock exchanges.

#### **B. Board Oversight**

The Committee will:

- (a) review, prior to each annual general meeting and in consultation with the Board Chair and the Chief Executive Officer (the "CEO"), the composition of the Board (including an assessment of the implementation and effectiveness of the Board Diversity Policy), the Board committees and the committee chairs and recommend any necessary changes to the Board for approval;
- (b) review and recommend to the Board for approval as required, the candidates for appointment of the Board Chair and the Board committee chairs;
- (c) review and recommend to the Board for approval as required, the candidates for appointment as CEO; and

- (d) confirm that each Board committee and the Board as a whole conducts an annual review of its respective Charter, reviews any recommendations for amendment it receives from each committee and recommend any changes it deems necessary to the Board for approval.

**C. Selection/Evaluation**

The Committee will:

- (a) assess what competencies and skills the Board, as a whole, should possess, including diversity of background, skills, education and experience and the time and resources that individual directors are able to dedicate to their duties as a Board member, and the appropriate size of the Board with a view to facilitating effective decision-making;
- (b) determine and periodically review a process for the selection of new directors;
- (c) identify individuals qualified to become Board members, consistent with criteria established by the Board (including the Corporation's Corporate Governance Guidelines and the Diversity Policy);
- (d) recommend to the Board for approval the director nominees for the next annual general meeting of shareholders and, as required, candidates to fill any vacancy occurring in the Board or committees;
- (e) recommend to the Board for approval a process for the determination of:
  - (i) the independence of the directors, and
  - (ii) the financial expertise, accounting, related financial experience or financial literacy of the directors (as those terms are defined under applicable securities laws),as well as the actual determinations, and periodically review such process and recommend any changes thereto to the Board for approval;
- (f) ensure an orientation process is in place for new directors and committee members and educational opportunities are available for the ongoing development and education of existing directors;
- (g) recommend, at least annually, to the Board for approval a process and criteria for assessing the performance of individual directors, the Board Chair, the chairs of each committee, the Board as a whole and the committees, including the Committee itself, and oversee the Board Chair in conducting this assessment
- (h) recommend to the Board for approval the criteria to be met by all directors of the Corporation in order to be eligible to serve as a director and periodically review and recommend any changes to the eligibility criteria to the Board for approval;
- (i) review, at least annually, whether any two (2) or more Board members serve together on the board of another publicly-traded entity and whether the composition of the Board needs to be changed to eliminate these interlocks;
- (j) review proposed additional directorships being pursued by directors of the Corporation, in accordance with the Corporation's Governance Guidelines, prior to any director accepting any new directorship in order to manage any conflicts or perceived conflicts; and
- (k) establish, and annually review, a succession plan for the Board Chair and the chair of each Board committee.

#### **D. Organizational**

The Committee will:

- (a) work with all appropriate persons and entities within the Corporation to foster a healthy governance culture;
- (b) review as required, and report to the Board on the necessity or advisability of appointing an independent committee to evaluate and confirm to the Board the fairness of any material transaction involving the Corporation and a significant shareholder, as defined in applicable securities laws;
- (c) annually review Directors' and Officers' Liability Insurance coverage; and
- (d) facilitate the exercise of the Board's duties and responsibilities in compliance with applicable governance and Corporation policies.

#### **E. ESG Oversight**

The Committee will:

- (a) review, approve or make recommendations to the Board in respect of ESG matters, including but not limited to sustainable development, public awareness and consultation, issues management, environmental stewardship, external communications, government relations, Indigenous relations, community investment and human rights;
- (b) provide oversight on Pembina's performance in these areas in order to review the effectiveness with which Pembina meets its obligations and achieves its purpose with respect to ESG;
- (c) provide oversight of Pembina's program to identify and monitor the impacts of proposed legislation and other emerging issues, trends and public opinion impacts in ESG areas and recommend appropriate responses to the Board;
- (d) monitor Pembina's conduct of business in a socially responsible, ethical and transparent manner; and
- (f) review and provide oversight of Pembina's reporting on ESG matters.

### **IV. COMMITTEE MEETINGS**

The Committee will meet quarterly, or more frequently at the discretion of the members of the Committee, as circumstances require.

Notice of each meeting of the Committee will be given to each member. The notice will:

- (a) be in writing (which may be communicated by email);
- (b) be accompanied by an agenda that states the nature of the business to be transacted at the meeting in reasonable detail;
- (c) be given at least 48 hours preceding the time stipulated for the meeting, unless notice is waived by the Committee members; and
- (d) if documentation is to be considered at the meeting, it should be provided (7) days in advance of the meeting, if practicable, and in any event with reasonably sufficient time to review documentation. Under some circumstances, due to the confidential nature of matters to be discussed at the meeting, it may not be prudent or appropriate to distribute materials in advance.

A quorum for a meeting of the Committee is a majority of the members present in person or by means of electronic, telephone or other communications facilities that permit all persons participating to hear each other.

If the Chair is not present at a meeting of the Committee, a Chair will be selected from among the members present. The Chair will not have a second or deciding vote in the event of an equality of votes.

In conjunction with each Committee meeting, the Committee members will hold an in-camera session, at which members of management are not in attendance.

The Committee may invite others to attend any part of any meeting of the Committee as it deems appropriate. This includes other directors, members of management, any employee, the Corporation's legal counsel, external auditors and consultants.

Minutes will be kept of all meetings of the Committee. The minutes will include copies of all resolutions passed at each meeting, will be maintained with the Corporation's records and will be available for review by members of the Committee, the Board, the external auditor and as required pursuant to applicable law.

## **V. ADDITIONAL RESPONSIBILITIES**

### **A. Review of Charter**

The Committee shall review and reassess the adequacy of this Charter at least annually or otherwise, as it deems appropriate, and propose recommended changes to the Board.

### **B. Review of Policies**

The Committee shall review proposed changes to Board policies relating to the matters set out in this Charter, annually or as it otherwise deems appropriate.

### **C. Risk Management**

The Committee shall provide oversight of risk management with respect to the areas outlined in this Charter.

### **D. Evaluation**

The assessment of the Committee shall be facilitated annually by the Board Chair.

### **E. Disclosure Documents**

The Committee will prepare reports, if and when required, for inclusion in the Corporation's disclosure documents.

### **F. Reporting and Board Advisory Role**

The Committee shall report regularly to the Board on its activities, including the results of meetings and reviews undertaken, and any associated recommendations. The Committee shall periodically facilitate and promote education of the Board with regard to the matters set out in this Charter, including education sessions with external consultants at the Committee's discretion.

The Committee shall facilitate information sharing with other Board committees as required to address matters of mutual interest or concern in respect of matters set out in this Charter. The Committee will perform such other functions as are assigned by law and the Corporation's by-laws, and on the instructions of the Board.