

POSITION DESCRIPTION: BOARD CHAIR



I. INTRODUCTION

The Board Chair reports to the Board of Directors (the "Board") of Pembina Pipeline Corporation (the "Company") 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 Company and all entities controlled by it (collectively, "Pembina") fulfill their respective responsibilities to stakeholders including the holders of the Company's shares ("Shareholders"), employees, governments and the public. The Board Chair will be a person chosen by the Board from among the independent directors.

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 in ensuring 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) lead in reviewing and monitoring the goals, objectives, strategies and policies of Pembina;
- (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 serious discussion of relevant issues;
- (v) chairing all meetings of the Board;
- (vi) encouraging full participation, stimulating debate, facilitating consensus and ensuring clarity regarding decision-making;

- (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; and
- (ix) addressing complaints, questions and concerns regarding Board matters;
- (h) communicate with directors between meetings; and
- (i) ensure the Board fully exercises its responsibilities and duties and complies with applicable governance and other policies.

III. BOARD DEVELOPMENT

The Board Chair will:

- (a) assist the Governance Committee in reviewing and assessing the size and composition of the Board, and planning its succession;
- (b) approach new candidates to serve on the Board;
- (c) lead in establishing the evaluation criteria for assessing the effectiveness of the Board, the Committees of the Board, and the contribution of individual directors;
- (d) assist the Human Resources and Compensation Committee in implementing the evaluation process, and lead the Board in discussing the results;
- (e) ensure adequate orientation and education programs for directors; and
- (f) lead in continuous improvement of Board processes, and providing directors with opportunities to increase their knowledge and understanding of the Company's business.

IV. WORKING WITH MANAGEMENT

The Board Chair will:

- (a) represent Shareholders and the Board to management, and represent management to the Board and Shareholders;
- (b) work with the CEO to ensure that Pembina is building a healthy governance culture;
- (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) maintain regular contact with the CEO and other senior officers to keep well informed on the major affairs and operations of the Company;
- (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 Pembina to external stakeholders including Shareholders, the investment community, the media, governments 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, 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.