



Position Description for the Chair of SaskEnergy Governance Committee

Approved by the Board of Directors May 26, 2016

1. The Board of Directors ("Board") shall appoint from among its members, a person to act as Chair for the Governance Committee of the Board of Directors ("Committee Chair") for such term or terms as the Board deems advisable.
2. The performance of the Committee Chair shall be evaluated on a bi-annual basis by the Committee, and reported to the Chair of the Board of Directors. The Committee Chair may be removed or replaced at any time by the Board.
3. The Committee Chair shall have the following responsibilities:
 - (a) to assume principal responsibility for the operation and functioning of the Committee, providing overall leadership to the Committee without limiting its ability to function as a Committee, under its Terms of Reference;
 - (b) to lead, manage and organize the Committee, consistent with the approach to corporate governance adopted by the Board from time to time;
 - (c) to preside as Committee Chair at all meetings of the Committee;
 - (d) to set the agenda of the Committee meetings in consultation with the executives asked to assist this Committee ("Responsible Executives");
 - (e) to ensure the adoption of and compliance with procedures such that the Committee will conduct its work effectively and efficiently, independent of Management;
 - (f) to facilitate scheduling, calling and management of Committee meetings;
 - (g) to ensure the responsibilities of the Committee are effectively carried out in compliance with the Committee Terms of Reference and that the functions of the Board, delegated to the Committee, are carried out by the Committee and reported to the Board, and recorded as such;
 - (h) to ensure the responsibilities of the Committee are communicated to the members of the Committee, and that the distinct role of the Committee is understood and respected;
 - (i) to ensure the Committee works together in a spirit of collegiality at Committee meetings, where penetrating questions and thorough discussions are encouraged, and to provide the leadership necessary to achieve this goal;
 - (j) to ensure timely and relevant information and other resources are available to the Committee and the Board to adequately support its work;
 - (k) to work with the Board Secretary, to ensure accurate minutes are prepared and approved by the Committee;
 - (l) to report to the Board on the activities of the Committee;
 - (m) to propose to the Board items, which have been reviewed in detail and recommended by the Committee;
 - (n) to be the Board representative contact for whistleblower complaints filed pursuant to corporate policy against an executive officer; and
 - (o) to carry out such other duties and responsibilities as may be required of the Committee Chair by the Board or Committee from time to time.