

## **MEG ENERGY CORP.**

### **INDEPENDENT CHAIR OF THE BOARD OF DIRECTORS POSITION DESCRIPTION**

#### **PRIMARY FUNCTION**

The primary function of the Independent Chair of the Board of Directors (the "**Chair**") is to provide independent leadership to facilitate the effective functioning of the Board in stewardship of the Corporation. The Chair serves as an agent of the Board, is appointed by the Board, is accountable to the Board and serves at the Board's pleasure. The Chair shall be Independent (as defined in the applicable securities regulation) and shall have the power to call and preside at meetings of shareholders, special meetings of the Board, and meetings of the independent members of the Board.

#### **DUTIES AND RESPONSIBILITIES**

##### **Board Structure**

- Ensure the Board is properly constituted and organized, and that it functions independently of management.
- Promote the efficient and effective discharge of the duties of the Board of Directors.
- Maintain relations with all of the members of the Board and Committee Chairs to coordinate input from all members of the Board, strive for consensus whenever possible, and optimize the clarity of communication to management.
- Facilitate and promote effective interaction between management and the Board, acting as the prime point of contact, ensuring management is aware of and responds to concerns or issues raised by the Board, and working with management to ensure strategies, plans, and performance are effectively communicated to the Board.
- Ensure directors are aware of their obligations to the organization, stakeholders and the public in accordance with the applicable laws and regulations, and that the Board understands and respects the roles and boundaries of Management and the Board.
- Act as the primary point of contact for the Board of Directors as required externally, and communicate to the Board and management any issues arising from such contact.
- Perform such other duties and responsibilities as may be requested by the Board from time to time.

## **Board Management**

- Set the tone for the Board and its members so as to foster ethical and responsible decision making, appropriate oversight of the corporation, and best practices in corporate governance, as appropriate.
- Ensure the Board of Directors discharges its duties as defined by the Board of Directors Mandate, as revised from time to time.
- Working with CEO and Committee Chairs, establish the annual work plan of the Board and its committees, the frequency of meetings and the agenda for such meetings.
- Working with the CEO, ensure coordination of the agenda and events of the Board, and monitor information being provided to the Board to assess its timeliness, scope and overall adequacy. Work with the CEO to address any perceived gaps or implement any identified opportunities for improvement.
- Preside as the Chair at each meeting of the Board.
- Ensure that in-camera meetings of the independent members of the Board are held at each Board meeting, and preside in such meetings, unless otherwise directed by the Board.
- Monitor and optimize the performance and effectiveness of the Board and its Committees.
- Ensure the Board has access to advisors and resources as required, and manage relations with any external advisors or resources hired by the Board.
- Manage any declared or perceived conflicts of interest.

## **Advisory**

- Working with management, ensure effective relations between members of the Board, and shareholders, stakeholders, or the public.
- Work with the Chair of the Compensation Committee in assessing the performance of management and the organization, ensuring succession planning is in place, and that compensation programs are effective.
- Work with the Chair of the Governance and Nominating Committee to ensure a process for Board renewal, to facilitate the annual assessment of Board and director performance, to identify and appoint committee members and committee chairs, and that new Board members are effectively oriented and understand their roles and the Board's expectations.
- Work with the Chair of the Audit Committee to ensure effective relations with the Corporation's auditors, reviews of financial statements and disclosures are done on a timely basis, and management of any matters related to Business Conduct.

## **Annual Meeting and Other Communication**

- Preside as Chair of each meeting of shareholders of the Corporation.
- At the request of management or the Board, assist in representing the organization with meetings of security holders, stakeholders, or any other official functions of the organization.
- At the request of management or the Board, assist in representing the Corporation in a general industry and community context.